



Burlington City Council Meeting

May 17, 2016

Municipal Building Council Chamber

7:00 p.m.

CALL TO ORDER: Mayor Ian Baltutis

INVOCATION: Mayor Ian Baltutis

PRESENTATION: Minetree Pyne Historic Preservation Awards

CODE OF ETHICS–DISCLOSING CONFLICTS OF INTEREST: City Clerk Renee Ward

APPROVAL OF MINUTES: May 3, 2016 – City Council Meeting

ADOPTION OF AGENDA

CONSENT AGENDA:

- A.** To approve the execution of a Supplemental Agreement between the City of Burlington and North Carolina Department of Transportation to extend the completion date to July 31, 2017, for construction of sidewalk along the east side of Graham-Hopedale Road from Wilkins Street to North Ashland Drive.
- B.** To approve modifications to existing water and sewer easements on the Huffman Mill Plaza site in order to accommodate an 18,000 square foot expansion of retail space.
- C.** To set a date of public hearing for June 2, 2016, to consider the 2016-17 Fiscal Year Budget and the Community Development Budget.
- D.** Budget Amendment – 2016-31 – CDBG – HOME Program – Loan Repayments

BA2016-31

Increase Revenues:

555-33611-0000	HOME Program Funds City	\$ 25,610
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Increase Expenditures:

555-50015-6910	Homeowner Housing Rehab City 2015	\$ 25,610
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UNFINISHED BUSINESS:

1. A public hearing has been postponed to consider an application to amend a previously approved Special Use Permit approved by The Burlington City Council on January 28, 1985, by rezoning from B-2 General Business District to CB-Conditional Business District to allow for the continued use of a Unified Business Development with the addition of outdoor gas pumps and a 2,355 square feet addition to the rear of the building. The property is located at the northwest intersection of South Church Street and Shadowbrook Drive, referenced as Alamance County tax identification number 113829.

PUBLIC HEARINGS:

2. A public hearing has been set to receive citizen input regarding contract services for the Municipal Service District, pursuant to N.C. General Statute, Section 160A-536 and to consider approving a contract with the Burlington Downtown Corporation for said services.
3. A public hearing has been set to consider approval of the East Treatment Plant, Training Center and Animal Services annexation to be effective May 31, 2016, at 11:59pm.
4. A public hearing has been set to consider approval of the Ed Tam-Hillier Keziah family property annexation to be effective May 31, 2016, at 11:59pm.

PUBLIC COMMENT PERIOD

CITY COUNCIL COMMENTS

ADJOURN

MEMORANDUM

TO: HARDIN WATKINS, CITY MANAGER

FROM: DANIEL SHOFFNER, SENIOR PLANNER

DATE: MAY 10, 2016

CC: AMY NELSON, DIRECTOR OF PLANNING & ECONOMIC
DEVELOPMENT
NOLAN KIRKMAN, DIRECTOR OF DEVELOPMENT &
TECHNICAL SERVICES

SUBJECT: CITY COUNCIL AGENDA – MAY 17, 2016: MINETREE PYNE
HISTORIC PRESERVATION AWARD PRESENTATION

Please request that the City Council present the annual Minetree Pyne Preservation Awards during their regular meeting at 7:00pm on Tuesday, May 17, 2016. The recipients are as follows:

Bert & Jennifer Klein for work done at their home located at 1031 West Davis Street.

Joe Coffey for work done on his building downtown located at 220 West Front Street.

Holly Treadwell for work done on her business downtown located at 127 West Front Street.

These awards were approved by the Burlington Historic Preservation Commission. Both the mayor and commission chairman usually present the awards. Molly Whitlatch, Chair to the Historic Preservation Commission, will bring the awards to the meeting and will make comments regarding the restoration projects. The recipients have been notified and have been requested to attend the City Council meeting. If you have any questions regarding this matter, please advise. Thank you.



**MINUTES OF THE CITY OF BURLINGTON
CITY COUNCIL MEETING
MAY 3, 2016**

The City Council of the City of Burlington held a regularly scheduled meeting in the Council Chamber, Municipal Building, 425 South Lexington Avenue, Burlington, N. C., 27216-1358, on May 3, 2016, at 7:00 p.m.

Mayor Ian Baltutis presided

Councilmembers Present: Mayor Ian Baltutis, Mayor Pro Tem Celo Faucette,
Councilmembers Robert Ward, James Butler and Kathy Hykes

Councilmembers Absent: None

City Manager: Hardin Watkins, Present

City Attorney: David Huffman, Present

City Clerk: Renee M. Ward, Present

CALL TO ORDER: Mayor Ian Baltutis

INVOCATION: Councilmember Kathy Hykes

PROCLAMATIONS:

- National Drinking Water Week – May 1-7, 2016
- National Police Week – May 12-21, 2016
- National Day of Prayer – May 5, 2016

CODE OF ETHICS–DISCLOSING CONFLICTS OF INTEREST: City Clerk Renee Ward

There were no conflicts of interest reported.

APPROVAL OF MINUTES:

- April 4, 2016 – Work Session
- April 19, 2016 – City Council Meeting

Upon motion by Councilmember Hykes, seconded by Mayor Pro Tem Faucette, it was resolved unanimously to approve the above listed minutes.

ADD-ONS – CONSENT AGENDA:

Item C – Chihuly Venetians Art Exhibit

Item D – 2-1-1 Services - Burlington

Upon motion by Councilmember Ward, seconded by Mayor Pro Tem Faucette, it was resolved unanimously to approve the above listed add-ons.

ADOPTION OF AGENDA

Upon motion by Councilmember Butler, seconded by Councilmember Ward, it was resolved unanimously to adopt the agenda with the add-ons.

CONSENT AGENDA:

- A.** To adopt a resolution setting a date of public hearing for May 17, 2016, to receive public comments on a contiguous annexation for property located at University Drive and South Church Street.

Resolution #16-4

RESOLUTION FIXING DATE OF PUBLIC HEARING ON QUESTION OF ANNEXATION PURSUANT TO G.S. 160A-31

WHEREAS, a petition requesting annexation of the contiguous area described herein has been received; and

WHEREAS, certification by the City Clerk as to the sufficiency of the petition has been made.

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Burlington, North Carolina that:

Section 1. A public hearing on the question of annexation of the area described herein will be held at the Municipal Building at 7:00 p.m. on May 17, 2016.

Section 2. The area proposed for annexation is described as follows:

Hillier Keziah Family, LLC

Those certain tracts or parcels of land located in Boone Station Township, Alamance County, North Carolina and more particularly described as follows:

TRACT ONE

BEGINNING at an existing iron pipe at the northeast corner of "Tract 1A" as shown on the map entitled "Bellaeuwood Development Burlington West Plaza," as recorded in Plat Book 76 at page 238 of the Alamance County Registry: thence from said point of BEGINNING, South 26° 07' 49" West 148.93 feet to an existing rebar; thence North 64° 10' 09" West 152.51 feet to an existing rebar; thence North 15° 01' 12" East 160.67 feet to an existing iron pin; thence South 61° 23' 34" East 183.64 feet to the point and place of beginning, comprising an area of 0.590 acres, or 25,696.3 square feet.

TRACT TWO

BEGINNING at an existing iron pipe at the northwest corner of "Tract 1A" as shown on the map entitled "Bellaeuwood Development Burlington West Plaza" and recorded in Plat Book 76 at page 238 of the Alamance County Registry: thence from said point of BEGINNING, running with the property line of Tract 1A, South 15° 01' 12" West 160.67 feet to an existing rebar; thence North 64° 10' 09" West 172.89 feet to an existing rebar; thence North 15° 46' 27" East 168.78 feet to an existing rebar; thence South 61° 23' 16" East 172.43 feet to the point and place of BEGINNING, comprising an area of 0.639 acres, or 27,830 square feet.

Section 3. Notice of the public hearing shall be published in The Times News, a newspaper having general circulation in the City of Burlington, at least 10 days prior to the date of the public hearing.

- B.** To adopt a resolution of intent to annex municipal owned property and set a date of public hearing for May 17, 2016, to consider the annexation for property located on Stone Quarry Road.

Resolution #16-5

RESOLUTION STATING THE INTENT OF THE CITY OF BURLINGTON TO ANNEX PROPERTY OWNED BY THE CITY OF BURLINGTON WHICH IS CONTIGUOUS TO THE EXISTING MUNICIPAL BOUNDARIES

BE IT RESOLVED by the City Council of the City of Burlington that:

Section 1. It is the intent of the Burlington City Council, pursuant to G.S. 160A-31, to annex the property described in Section 2, which is owned by the City of Burlington.

Section 2. The legal description of the property is as follows:

EAST TREATMENT PLANT & TRAINING CENTER ANNEXATION

Being a certain tract or parcel of land located in Haw River Township, Alamance County, North Carolina, adjoining the Haw River, U.S. Highway 70 bypass, Thomas P. Sykes, Jr., Ruby Lane, DM Morton Enterprises, LLC, Alamance Burlington School System and Burlington Land Holdings, LLC and described as follows:

Beginning at a computed point located in the north right of way line of U.S. Highway 70 bypass, said computed point being located a bearing of N23°04'58"W for a distance of 392.27' from an existing iron pipe, a control corner, having NC Grid Coordinates; N = 853,230.12' and E = 1,889,621.10'; Thence with the north right of way line of U.S. Highway 70 bypass the following six (6) calls: 1) a bearing of S53°17'28"W for a distance of 60.70' to a NCDOT right of way disk; 2) a bearing of S51°15'56"W for a distance of 256.03' to a NCDOT right of way disk; 3) a bearing of S52°58'34"W for a distance of 353.40' to a NCDOT right of way disk; 4) a bearing of S23°34'12"W for a distance of 109.63' to a NCDOT right of way disk; 5) a bearing of S53°09'28"W for a distance of 215.91' to a NCDOT right of way disk; 6) a bearing of S35°18'40"W for a distance of 95.97' to a computed point in the center of Ruby Lane and the north right of way line of U.S. Highway 70 bypass; Thence with Ruby Lane the following three (3) calls:

1) a bearing of N89°06'38"W for a distance of 372.49' to a computed point; 2) a bearing of N89°03'17"W for a distance of 319.40' to a computed point; 3) a bearing of N89°03'17"W for a distance of 405.77' to a computed point in the east line of the DM Morton Enterprises, LLC property; Thence with the east line of the DM Morton Enterprises, LLC property a bearing of a bearing of N09°44'20"E for a distance of 378.96' to an existing iron pipe, a common corner of the DM Morton Enterprises, LLC property and the Alamance Burlington School System property; Thence with the east line of the Alamance Burlington School System property a bearing of N09°44'33"E for a distance of 506.45' to an existing iron pipe, a common corner of the Burlington Land Holdings, LLC property and the Alamance Burlington School System property; Thence with the east line of the Burlington Land Holdings, LLC property the following three (3) calls: 1) a bearing of N09°44'12"E for a distance of 732.25' to an existing iron pipe; 2) a bearing of N04°27'12"E for a distance of 664.86' to a computed point; 3) a bearing of N41°14'12"E for a distance of 354.00' to a computed point on the west side of the Haw River; Thence along the west side of the Haw River the following eight (8) calls: 1) a bearing of S43°35'48"E for a distance of 120.94' to a computed point; 2) a bearing of S48°36'48"E for a distance of 334.54' to a computed point; 3) a bearing of S51°45'48"E for a distance of 356.34' to a computed point; 4) a bearing of S51°20'48"E for a distance of 268.30' to a computed point; 5) a bearing of S51°41'48"E for a distance of 249.66' to a computed point; 6) a bearing of S50°01'48"E for a distance of 318.90' to a computed point; 7) a bearing of S57°34'48"E for a distance of 539.88' to a computed point; 8) a bearing of S64°54'48"E for a distance of 222.06' to a computed point in the north right of way line of U.S. Highway 70 bypass; Thence with the north right of way line of U.S. Highway 70 bypass the following six (2) calls: 1) a bearing of S60°10'37"W for a

distance of 324.43' to a NCDOT right of way disk; 2) a bearing of S53°17'28"W for a distance of 67.72' to a computed point, a corner of the Thomas P. Sykes Jr. and Catherine Sykes property; Thence with the Thomas P. Sykes Jr. and Catherine Sykes property the following three (3) calls: 1) a bearing of N87°36'53"W for a distance of 321.08' to an existing iron pipe; 2) a bearing of S12°10'24"W for a distance of 9.60' to a computed point; 3) a bearing of S23°04'58"E passing an existing iron pipe at 154.50' for a total distance of 201.84' to computed point, the place and point of beginning.

Containing 77.38 Acres+- or 0.12+- square miles, according to a survey dated April 30, 2015, by BRADY H. GOFORTH, PLS L-2955, CITY OF BURLINGTON ENGINEERING and based on NC Grid North meridian.

Section 3. The property described in Section 2 is contiguous to the current municipal boundaries.

Section 4. A public hearing on the question of annexation of the property will be held at the City of Burlington Municipal Building, located at 425 South Lexington Avenue, in the council chambers at 7:00 p.m. on May 17, 2016.

Section 5. Notice of the public hearing will be published on May 6, 2016, in the Burlington Times-News, a newspaper having general circulation in the City of Burlington, which was at least ten days prior to the date of the public hearing.

- C.** To support the Alamance County Arts Council in the amount of \$5,000.00, for the Chihuly Venetians art exhibit to be held July 1, 2016, through October 15, 2016, at the Captain James and Emma Holt White House, Graham, NC.
- D.** To support the United Way of Alamance County in the amount of \$5,000.00, for the 2-1-1 services in Burlington to connect citizens with important priority needs of people in crisis.

Upon motion by Mayor Pro Tem Faucette, seconded by Councilmember Hykes, it was resolved unanimously to approve the foregoing consent agenda.

PUBLIC HEARING:

ITEM 1: DEMOLITION – WEST WEBB AVENUE – BUDGET AMENDMENT 2016-31

Mayor Baltutis announced that a public hearing had been set to consider adopting an ordinance and approving Budget Amendment 2016-31 in the amount of \$36,640.00, for the demolition of 646, 648, 650, 652, and 654 West Webb Avenue.

BA2016-31

Increase Revenues:

010-33389-0000	Appropriated Fund Balance	\$36,640
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Increase Expenditures:

010-54544-4500	Maint. and Service Contracts	\$36,640
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Director of Development and Technical Services Nolan Kirkman stated that at the April work session staff reviewed the demolition case located at 650 West Webb Avenue with Council. He stated that the property was condemned as unsafe by the Inspections Director due to structural and environmental issues which led to an order to repair or demolish. He stated that since the order was not complied with and the owner and parties of interest had been non-responsive, staff was recommending a municipal demolition. Mr. Kirkman stated that the property had a negative appraisal value.

The public hearing was opened and there were no comments.

Upon motion by Councilmember Butler, seconded by Councilmember Ward, it was resolved unanimously to close the public hearing.

Councilmember Hykes moved for the adoption of the following ordinance:

Ordinance #16-13

ORDINANCE REQUIRING THE DEMOLITION OF BUILDINGS LOCATED AT 646, 648, 650, 652 and 654 WEST WEBB AVENUE IN THE CITY OF BURLINGTON

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF BURLINGTON, NC:

- Section 1.** That the buildings located at 646, 648, 650, 652 and 654 WEST WEBB AVENUE and owned by Shidrang Siamak has been found by the Building Inspector to be in such a dilapidated state of disrepair with substandard conditions such as to be dangerous to life, health and other property and constitutes a fire or safety hazard to the residents of the City of Burlington.
- Section 2.** That the owner of said property has been duly notified, that a Hearing has been duly held by the Building Inspector, that an order to repair or demolish and remove the said buildings above mentioned has been issued and that the owner has failed to obey such order.
- Section 3.** That this Council has found and does hereby find that the Building Inspector has complied fully with the provisions of Chapter 14 of the City

of Burlington Code of Ordinances and 160A-426 et seq. of the North Carolina General Statutes; and, that after careful review of the findings of the Building Inspector, the Council has found and does hereby find and determine that the buildings in question are in such a dilapidated and substandard state of disrepair as to constitute a fire or safety hazard and is dangerous to life, health and other property; and, that the owner of said buildings has failed to have them demolished and removed; and, that all proceedings of the Building Inspector are hereby incorporated into and made a part of this ordinance by reference.

Section 4. That it is, therefore, ordered that the Building Inspector proceeds with the complete demolition and removal of said buildings immediately.

Section 5. That the City Tax Collector is hereby directed to place on the City's tax records all costs incurred as a result of the demolition and removal of the buildings named above and such costs are to be collected in accordance with the applicable laws.

Section 6. That subject to Section 10 hereof, the demolition and removal of said buildings shall be completed within ninety (90) days from the date hereof.

Section 7. That in the event there shall be any excess funds arising from the salvage and resulting from the demolition and removal of the buildings mentioned, after paying all costs connected with such demolition and removal, any such balance remaining shall be deposited in the office of the Clerk of Superior Court of Alamance County, NC, by the Building Inspector to be secured in such manner as may be directed by the said court and disbursed by the court to the person or persons found to be entitled thereto by the final order decree of such court.

Section 8. That subject to Section 10, hereof, this ordinance shall constitute a final order of condemnation and demolition and removal of such buildings.

Section 9. That the contract for demolition will be awarded to the approved bidder subject to the criteria set forth in the City's Request for Proposals Building Demolition form.

Section 10. Said ordinance shall be effective immediately.

Adopted this 3rd day of May 2016, by the City Council of the City of Burlington, North Carolina.

The foregoing ordinance was seconded by Mayor Pro Tem Faucette, and after full discussion, the same was voted upon and declared duly adopted, no amendments having been offered and consent having been given to place the same upon its immediate passage.

Councilmembers voting in favor of the motion to adopt the foregoing ordinance were Baltutis, Faucette, Ward, Butler and Hykes.

Upon motion by Councilmember Faucette, seconded by Councilmember Hykes, it was resolved unanimously to approve Budget Amendment 2016-31.

NEW BUSINESS:

ITEM 2: 2016-17 ONE-YEAR ACTION PLAN – COMMUNITY DEVELOPMENT PROGRAM

Mayor Baltutis announced that the City Council would consider approving the 2016-17 One-Year Action Plan of the Community Development Program.

Community Development Administrator Shawna Tillery asked the City Council to consider approving the 2016-17 One-Year Action Plan of the Community Development Program. She stated that the City Council must adopt the plan to serve as the City's application for Community Development Block Grant (CDBG) Program funds for program year 2016-17.

Upon motion by Councilmember Butler, seconded by Councilmember Ward, it was resolved unanimously to approve the 2016-17 One-Year Action Plan of the Community Development Program.

ITEM 3: LINK TRANSIT “FARE FREE” – JUNE 6 – JUNE 30, 2016

Mayor Baltutis announced that the City Council would consider approving a Link Transit “fare-free” service period from June 6, 2016, until June 30, 2016.

Director of Transportation Mike Nunn stated that the startup date was quickly approaching and that the Public Transit Advisory committee had recommended a “fare-free” service period to encourage ridership. He stated that the first day of fares would begin July 1, 2016. He stated that fare cards could be purchased at the Annex Building, Gibsonville Town Hall, Alamance Community College and was currently working with Alamance County Administrative Offices to provide the fare cards as well.

Upon motion by Councilmember Butler, seconded by Councilmember Hykes, it was resolved to approve the Link Transit “fare free” service period from June 6, 2016, to June 30, 2016.

ITEM 4: AWARD A CONTRACT – RILEY PAVING INC. – STREET RESURFACING

Mayor Baltutis announced that the City Council would consider awarding a contract in the amount of \$915,098.39 to Riley Paving, Inc., for 2016 Street Resurfacing Project.

Senior Civil Engineer David Bowman stated the Engineering Department had received bids for the 2016 resurfacing project on March 31, 2016. He stated that the low bidder was Riley Paving, Inc., which had also paved in 2015 and did a good job. Mr. Bowman recommended that Riley Paving, Inc., be awarded the 2016 contract at \$915,098.39.

Councilmember Butler asked what the total area to be paved was.

Mr. Bowman stated that it would be 5.2 linear miles.

Upon motion by Mayor Pro Tem Faucette, seconded by Councilmember Butler, it was resolved unanimously to award the resurfacing project contract to Riley Paving, Inc., in the amount of \$915,098.39.

PUBLIC COMMENT PERIOD

There were no public comments.

CITY COUNCIL COMMENTS

Mayor Baltutis:

- Next City Council meeting would be held May 17, 2016, at 7:00 p.m.
- May 5, 2016, special ceremony for the link of our water system between Burlington and the Town of Ossipee.
- May 6, 2016, open house for summer camp at Fairchild Park.
- Active City Streets Festival from 10:00 to 2:00 p.m. Saturday, May 7, 2016 and Food Truck Festival on May 8, 2016.

City Manager Hardin Watkins asked to clarify a few facts that were stated incorrectly during the budget work session presentation Monday, May 2, 2016:

- Police Department – Alamance Narcotics Enforcement Team (ANET) investigator position would be a civilian position not a sworn position.
- Water Resources – capital project item regarding switching from liquid chlorine to bleach at the Mackintosh plant would cost \$200,000.00 to begin the conversion process and incorrectly stated that the work would start, however after the plans are received we would come back to Council to approve a budget amendment sometime during the fiscal year with a number of the actual cost of the conversion.

ADJOURN:

Upon motion by Mayor Pro Tem Faucette, seconded by Councilmember Butler, it was resolved unanimously to adjourn.

Renee M. Ward

Renee M. Ward
City Clerk

May 3, 2016
City Council Meeting

MEMORANDUM

To: Hardin Watkins
City Manager

From: Lanny Rhew, P.E.
City Engineer

Date: May 10, 2016

Subject: NC DOT Surface Transportation Program Funds, Sidewalk Project
Graham-Hopedale Road from Wilkins St. to North Ashland Dr.
Supplemental Agreement

Attached you will find copies of the proposed supplemental agreement between the City of Burlington and the North Carolina Department of Transportation relative to reimbursement funding for the installation of sidewalk along Graham-Hopedale Road.

City staff identified the needs of the project during review of the City's Pedestrian Plan last year. A recommendation to the Division 7 office of the North Carolina Department of Transportation followed and funding in the amount of up to \$70,000.00 was then authorized.

The supplemental agreement extends the completion of the project to July 31, 2017. Once the project is completed, the City will then be reimbursed for the actual expenses associated with design and construction not to exceed \$70,000.00

Please place this item on the agenda for the May 17, 2016 City Council meeting for consideration of approval.

C: David Huffman
City Attorney

Nolan Kirkman
Director of Development and Technical Services

Peggy Reece
Director of Finance & Risk Management



PAT McCrory
Governor

NICHOLAS J. TENNYSON
Secretary

RECEIVED

April 29, 2016

MAY 5 2016

Mr. Lanny Rhew
City Engineer
City of Burlington
425 S. Lexington Ave.
Burlington, NC 27215

ENGINEERING DEPT.
CITY OF BURLINGTON

Subject: **Supplemental Agreement**
Graham-Hopedale Rd.
WBS: 3607.1.16, 3607.3.16
Alamance County

Dear Mr. Rhew:

Enclosed are two (2) duplicate originals of the supplemental agreement for the above referenced project. This agreement provides the final completion date.

Please review the agreements and, if satisfactory, have the originals and additional copies executed by City Council and return to me for execution by the Department of Transportation.

If you have any questions, please contact myself or Donnie Huffines at (336) 487-0000.

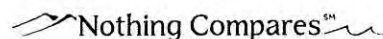
Sincerely,

A handwritten signature in black ink that reads "J. M. Mills". The signature is stylized with a large "J" and a long, sweeping underline.

J. M. Mills, P.E.
DIVISION ENGINEER

JMM/drh
Enclosures

cc: file, w/enc.



NORTH CAROLINA
ALAMANCE COUNTY

SUPPLEMENTAL AGREEMENT

DATE: 4/5/2016

NORTH CAROLINA DEPARTMENT OF
TRANSPORTATION

AND

WBS ELEMENTS: 3607.3.16

CITY OF BURLINGTON

CFDA #: 20.205

TOTAL SUPPLEMENTAL FUNDS [NCDOT PARTICIPATION] \$0

THIS AGREEMENT is made and entered into on the last date executed below, by and between the North Carolina Department of Transportation, an agency of the State of North Carolina, hereinafter referred to as the "Department", and the City of Burlington, hereinafter referred to as the "Municipality."

WITNESSETH:

WHEREAS, the Department and the Municipality on 12/16/2014, entered into a certain Project Agreement for the original scope: sidewalk improvements on the east side of SR 1716 (Graham Hopedale Road) from Wilkins Street to North Ashland Drive, programmed under WBS Element 3607.3.16; and,

WHEREAS the parties have agreed to extend the completion date for the Project;

NOW THEREFORE, the parties wish to supplement the aforementioned Agreement whereby the following provisions are amended:

TIME FRAME

The Municipality shall complete all work outlined in this Agreement by 7/31/2017. Completion is defined as completion of all construction activities or implementation activities, acceptance of the project, and submission of a final reimbursement package to the Department. If additional time is needed to complete the Project, then a supplemental agreement must be executed. The Department

and/or FHWA reserves the right to revoke the funds awarded if the Municipality is unable to meet this completion date.

IRAN DIVESTMENT ACT

Pursuant to G.S. 147-86.59, any person identified as engaging in investment activities in Iran, determined by appearing on the Final Divestment List created by the State Treasurer pursuant to G.S. 147-86.58, is ineligible to contract with the State of North Carolina or any political subdivision of the State. The Iran Divestment Act of 2015, G.S. 147-55 *et seq.* requires that each vendor, prior to contracting with the State, certify that the contracting party meets the requirements of the Iran Disinvestment Act. The State Treasurer's Final Divestment List can be found on the State Treasurer's website at the address www.nctreasurer.com/Iran and will be updated every 180 days.

By execution of this Agreement each Party certifies that neither it nor its Agents or Contactors/Subcontractors 1) are on the Final Divestment List of entities that the State Treasurer has determined engages in investment activities in Iran; 2) shall not utilize on any contract with the State agency any subcontractor that is identified on the Final Divestment List; and 3) that the undersigned are authorized by the Parties to make this Certification.

During the term of this Agreement, should the Parties receive information that a person is in violation of the Act as stated above, the Department will offer the person an opportunity to respond and the Department will take action as appropriate and provided for by law, rule, or contract. Should this Act be voided by NC General Statute, this Agreement will remain valid; however this certification will no longer be required.

Except as hereinabove provided, the Agreement heretofore executed by the Department and the Municipality on 12/16/2014, is ratified and affirmed as therein provided.

IN WITNESS WHEREOF, this Agreement has been executed, in duplicate, the day and year heretofore set out, on the part of the Department and the Municipality by authority duly given.

L.S. ATTEST:

CITY OF BURLINGTON

BY: _____

BY: _____

TITLE: _____

TITLE: _____

DATE: _____

DATE: _____

NCGS 133-32 and Executive Order 24 prohibit the offer to, or acceptance by, any State Employee of any gift from anyone with a contract with the State, or from any person seeking to do business with the State. By execution of any response in this procurement, you attest, for your entire organization and its employees or agents, that you are not aware that any such gift has been offered, accepted, or promised by any employees of your organization.

Approved by the City of Burlington as attested to by the signature of _____,

Clerk of the _____ (Governing Board) on _____

(Date)

This instrument has been pre-audited in the manner required by the Local Government Budget and Fiscal Control Act.

(SEAL)

(FINANCE OFFICER)

Federal Tax Identification Number

Remittance Address:

City of Burlington

DEPARTMENT OF TRANSPORTATION

BY: _____

(CHIEF ENGINEER)

DATE: _____

APPROVED BY BOARD OF TRANSPORTATION ITEM O: _____ (Date)

MEMORANDUM

To: Hardin Watkins
City Manager

From: A. Lanny Rhew P.E.
City Engineer

Date: May 10, 2016

Subject: Sanitary Sewer and Waterline Easement Abandonment and
Dedication of Replacement Easements, Huffman Mill Plaza

City staff has received a request from Huffman Mill Plaza Limited Partnership, property owner, for abandonment of existing public sanitary sewer and waterline easements to allow for construction of an 18,000 square foot expansion of their retail center. Said release would be effective only upon the inspection and acceptance by the City of the replacement water and sewer lines. The property owner has offered dedication of a New Water and Sanitary Sewer Easement, in order to install the redirected water and sewer lines.

Attached is a copy of the Deed of Easement and sketch plans showing the easement locations. The Engineering Department along with the Water Resources Department has reviewed this request and has no objections.

Please place this item on the agenda of the City Council for consideration at the City Council Meeting of May 17, 2016.

c: David Huffman
City Attorney

Robert Patterson
Water Resources Director

Instrument Prepared By: Michael R. Thornton, Smith Anderson Law Firm, Raleigh, NC
Brief Description for Index: Lot No. 2, Huffman Mill Plaza Subdivision, Plat Book 40, Page 38
Parcel Identifier: 112977
Mail After Recording to: City Attorney
P.O. Box 1358
Burlington, NC 27216-1358

STATE OF NORTH CAROLINA

MODIFICATION OF EASEMENTS

COUNTY OF ALAMANCE

THIS MODIFICATION OF EASEMENTS, made and executed this ____ day of _____, 2016, by **HUFFMAN MILL PLAZA LIMITED PARTNERSHIP**, a North Carolina limited partnership, with a mailing address of c/o GFD Management Inc., 6350 Quadrangle Drive, Suite 205, Chapel Hill, North Carolina 27517, hereinafter referred to as the "Grantor", and the **CITY OF BURLINGTON**, a municipal corporation of the State of North Carolina, with a mailing address of P.O. Box 1358, Burlington, NC 27216-1358, hereinafter referred to as the "City";

WITNESSETH:

WHEREAS, the Grantor is the owner of that certain tract or parcel of land identified as Lot 1 on that certain map recorded in Book 54, Page 145, Alamance County Registry LESS AND EXCEPT that certain 2.610 acre parcel shown on that certain plat recorded in Plat Book 77, Page 251, Alamance County Registry (the "Property");

WHEREAS, the Property is subject to (i) a sanitary sewer easement identified as "30.00' Sanitary Sewer Easement" on that certain map recorded in Plat Book 40, Page 38, Alamance County Registry (the "Sanitary Sewer Easement"), and (ii) a water line easement identified as "20.00' Public Utility Esmt." on that certain map recorded in Plat Book 44, Page 90, Alamance County Registry (the "Water Line Easement"); and

WHEREAS, the City has agreed to allow Grantor to relocate the Sanitary Sewer Easement and the Water Line Easement as stated herein.

NOW, THEREFORE, for One Dollar (\$1.00) and other valuable consideration paid to the Grantor, receipt of which is hereby acknowledged, the Grantor and the City hereby agree as follows:

1. The City and Grantor hereby agree that the portions of the Sanitary Sewer Easement shown as “To Be Abandoned” on Exhibit A attached hereto and made a part hereof, and legally described on Exhibit A-1 attached hereto and made a part hereof, are released from the Sanitary Sewer Easement; provided, however, that such release shall be effective only upon the inspection and acceptance by the City of the sanitary sewer line to be constructed by Grantor within the “New Easement Area” described in paragraph 2 below after such sanitary sewer line has been made fully operational by Grantor.

2. Grantor does hereby grant unto the City, its successors and assigns, the perpetual right, privilege and easement, now and hereafter, to construct and maintain a sanitary sewer line under, across and upon those portions of the Property identified as “New 30’ Sanitary Sewer Easement” on Exhibit B attached hereto and made a part hereof, and legally described on Exhibit B-1 attached hereto and made a part hereof (the “New Sanitary Sewer Easement Area”), and the New Sanitary Sewer Easement Area is hereby made part of the Sanitary Sewer Easement.

TO HAVE AND TO HOLD the aforesaid easement interest and all privileges and rights thereunto belonging to the City of Burlington, its successors and assigns forever.

3. The City and Grantor hereby agree that the portions of the Water Line Easement shown as “To Be Abandoned” on Exhibit C attached hereto and made a part hereof, and legally described on Exhibit C-1 attached hereto and made a part hereof, are released from the Water Line Easement; provided, however, that such release shall be effective only upon the inspection and acceptance by the City of the water line to be constructed by Grantor within the “New Water Line Easement Area” described in paragraph 4 below after such water line has been made fully operational by Grantor.

4. Grantor does hereby grant unto the City, its successors and assigns, the perpetual right, privilege and easement, now and hereafter, to construct and maintain a water line under, across and upon those portions of the Property identified as “New 20’ Public Utility Easement” on Exhibit D attached hereto and made a part hereof, and legally described on Exhibit D-1 attached hereto and made a part hereof (the “New Water Line Easement Area”), and the New Water Line Easement Area is hereby made part of the Water Line Easement.

TO HAVE AND TO HOLD the aforesaid easement interest and all privileges and rights thereunto belonging to the City of Burlington, its successors and assigns forever.

THIS MODIFICATION OF EASEMENTS shall be perpetual and binding upon the heirs, successors and assigns of the Grantor, it being agreed that the right and easement hereby granted is appurtenance to and runs with the land.

[Remainder of page intentionally blank; signature page follows]

SIGNATURE PAGE TO MODIFICATION OF EASEMENTS

IN WITNESS WHEREOF, the Grantor and the City have hereunto set its hand the day and year first above written.

HUFFMAN MILL PLAZA LIMITED PARTNERSHIP,
a North Carolina limited partnership

By: TCP Investment Corp.,
a North Carolina corporation,
its general partner

By: _____
Name: _____
Title: _____

THE CITY OF BURLINGTON

By: _____
Name: _____
Title: _____

ATTEST:

City Clerk

STATE OF NORTH CAROLINA

COUNTY OF _____

I, _____, a Notary Public of the County and State
aofresaid, certify that _____ personally appeared before me this day and
acknowledged that he is _____ of TCP Investment Corp., general partner of
Huffman Mill Plaza Limited Partnership, a North Carolina limited partnership, and that he, being duly
authorized to do so, executed the foregoing on behalf of the limited partnership.

This the _____ day of _____, 2016.

Notary Public

My Commission Expires: _____

(NOTARIAL SEAL)

STATE OF NORTH CAROLINA

COUNTY OF ALAMANCE

I, _____, a Notary Public of the County and State
aofresaid, certify that _____ personally appeared before me this day and
acknowledged that s/he is City Clerk of the City of Burlington, North Carolina, and as the act of the
City of Burlington, the foregoing instrument was signed in its name by its _____,
sealed with its official seal and attested by herself/himself as its City Clerk.

This the _____ day of _____, 2016.

Notary Public

My Commission Expires: _____

(NOTARIAL SEAL)

EXHIBIT A

"EXHIBIT A"

LINE TABLE

LINE	BEARING	DISTANCE
L1	N45°37'24"E	32.47'
L2	S25°12'17"W	5.51'
L3	S74°20'45"E	30.43'
L4	S25°19'17"W	5.49'
L5	S48°42'48"W	38.10'
L6	S48°42'48"W	13.90'
L7	S48°42'48"W	15.90'
L8	S48°42'48"W	9.10'

CURVE TABLE

CURVE	RADIUS	ARC LENGTH	CHORD LENGTH	CHORD BEARING
C1	288.86'	23.34'	20.53'	N86°17'05"W
C2	288.86'	20.48'	20.48'	N89°26'41"W
C3	288.86'	22.08'	22.08'	S86°18'31"W
C4	288.86'	140.05'	138.88'	S70°13'26"W
C5	288.86'	13.73'	13.73'	N46°29'17"W
C6	288.86'	3.60'	3.60'	N45°29'01"W
C7	288.86'	10.13'	10.13'	N46°30'43"W
C8	288.86'	10.08'	10.08'	N48°50'57"W



HUFFMAN MILL PLAZA LTD. PARTNERSHIP

DB 534, PG 687
PG 36, PG 158
GPN# 8854250194

R&M PROPERTIES

T/A APPLEREE'S
DB 662, PG 560
GPN# 8854344827

GARDEN ROAD

HUFFMAN MILL ROAD

PRELIMINARY
NOT FOR RECORDING,
SALES, OR CONVEYANCES

THIS MAP IS NOT A CERTIFIED SURVEY AND
HAS NOT BEEN REVIEWED BY A LOCAL GOVERNMENT
AGENCY FOR COMPLIANCE WITH ANY APPLICABLE
LAND DEVELOPMENT REGULATIONS.

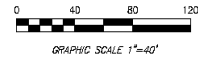


EXHIBIT A-1

Legal Description for "Exhibit A"

Lying and being in the City of Burlington, Alamance County, North Carolina and being more particularly described as follows:

Commencing at a point on the northern right of way of Garden Road said point being the eastern side of an Existing 30' sanitary sewer easement as shown in Plat Book 40, Page 38, thence along the eastern side of said 30' sanitary sewer easement N43°28'33"E 107.10' to a point, thence S66°32'28"E 59.90' to the true point of beginning of abandonment of a portion of the 30' sanitary sewer easement as shown in Plat Book 40, Page 38, thence N45°57'24"E 32.47' to a point on the northern side of said 30' sanitary sewer easement, thence along the north line of said easement S66°32'28"E 88.73' to a point, thence N47°32'54"E 202.13' to a point, thence S25°19'17"W 5.51' to a point, thence S74°20'45"E 30.43' to a point, thence S25°19'17"W 5.49' to a point, thence S47°32'54"W 227.47' to a point, thence N66°32'28"W 120.61' to the point and place of beginning.

EXHIBIT B

"EXHIBIT B"

LINE TABLE

LINE	BEARING	DISTANCE
1.1	S48°12'24"E	28.10
1.2	S27°25'12"E	18.04
1.3	S88°22'48"E	15.90
1.4	S88°12'48"E	19.86
1.5	S88°12'48"E	8.10
1.6	N27°25'12"W	29.56
1.7	S82°59'12"E	38.91
1.8	S82°59'12"E	21.29
1.9	S23°55'12"W	11.68
1.10	N02°55'02"E	25.99
1.11	N02°55'02"E	9.94
1.12	N25°21'12"E	8.73
1.13	N45°31'54"E	32.47
1.14	S18°20'45"E	30.42

CURVE TABLE

CURVE	RADIUS	ARC LENGTH	CHORD LENGTH	CHORD BEARING
C1	208.00'	132.19'	208.53'	N88°11'12"W
C2	388.88'	20.48'	20.48'	N89°26'01"W
C3	208.00'	19.06'	19.08'	S88°10'01"W
C4	208.00'	140.03'	138.88'	S70°13'00"W
C5	388.88'	13.73'	13.73'	N48°29'12"W

HUFFMAN MILL PLAZA LTD. PARTNERSHIP

DB SLS, INC. 007
PO BOX 100
CHINA SPRING, TEXAS

R&M PROPERTIES
T/A APPLERBROS
DB G&J, PO 260
CHINA SPRING, TEXAS

HUFFMAN MILL ROAD
R&M PROPERTIES
DB G&J, PO 260
CHINA SPRING, TEXAS

GARDEN ROAD
R&M PROPERTIES
DB G&J, PO 260
CHINA SPRING, TEXAS

PRELIMINARY
NOT FOR RECORDS,
SALES, OR CONVEYANCES

THIS MAP IS NOT A CERTIFIED SURVEY AND HAS NOT
BEEN REVIEWED BY A LOCAL GOVERNMENT AGENCY FOR
COMPLIANCE WITH ANY APPLICABLE LAND DEVELOPMENT
REGULATIONS.

GRAPHIC SCALE 1"=40'

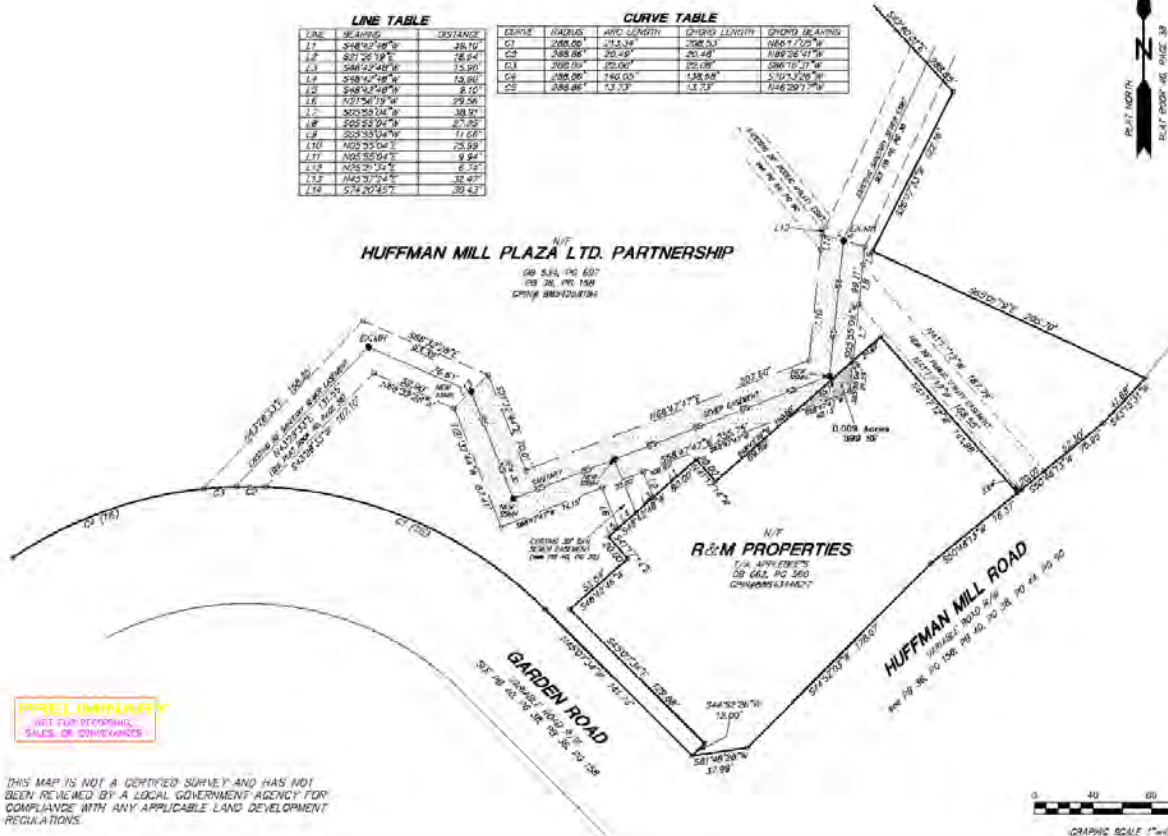


EXHIBIT B-1

Legal Description for "Exhibit B"

Lying and being in the City of Burlington, Alamance County, North Carolina and being more particularly described as follows:

Commencing at a point on the northern right of way of Garden Road said point being the eastern side of an Existing 30' sanitary sewer easement as shown in Plat Book 40, Page 38, thence along the eastern side of said 30' sanitary sewer easement N43°28'33"E 107.10' to a point, thence S66°32'28"E 59.90' to the true point of beginning of a New 30' sanitary sewer easement, thence N45°57'24"E 32.47' to a point on the north side of a New 30' sanitary sewer easement, thence along the north line of said easement S21°32'44"E 70.01' to a point, thence N68°47'47"E 207.60' to a point, thence N05°55'04"E 75.99' to a point, thence N05°55'04"E 9.94' to a point, thence S74°20'45"E 30.43' to a point, thence S05°55'04"W 99.11' to a point, thence S68°47'47"W 255.75' to a point, thence N21°32'44"W 87.41' to the point and place of beginning.

"EXHIBIT C"

LINE	BEARING	DISTANCE
1-1	N41°31'53"W	0.05
1-2	N02°55'04"E	10.63
1-3	N05°19'17"E	13.29
1-4	S59°31'20"E	32.50

Circle	Radius	Arc Length	Chord Length	Chord Distance
C1	288.86'	371.32'	528.43'	185.1703" W
C2	288.86'	25.49'	25.48'	185.2641" W
C3	288.86'	29.08'	29.08'	185.1631" W
C4	288.86'	148.25'	138.68'	157.1326" W
C5	288.86'	1.373'	1.373'	148.2917" W
C6	288.86'	3.601'	3.601'	145.9091" W
C7	288.86'	10.313'	10.313'	145.9043" W
C8	288.86'	10.04'	10.04'	145.9043" W



THIS MAP IS NOT A CERTIFIED SURVEY AND HAS NOT BEEN REVIEWED BY A
LOCAL GOVERNMENT AGENCY FOR COMPLIANCE WITH ANY APPLICABLE LAND
DEVELOPMENT REGULATIONS.

EXHIBIT C-1

Legal Description for "Exhibit C"

Lying and being in the City of Burlington, Alamance County, North Carolina and being more particularly described as follows:

Commencing at a point on the northern right of way of Garden Road said point being the PC of a curve to the left, having a radius of 288.86', an arc length of 3.60', and a chord bearing and distance of N45°29'01"W 3.60' to the true point of beginning of an existing 20' public utility easement to be abandoned (see Plat Book 44, Page 90), thence with a curve to the left, having a radius of 288.86', an arc length of 10.13', and a chord bearing and distance of N46°50'43"W 10.13' to a point, thence along a curve to the left, having a radius of 288.86', an arc length of 10.08', and a chord bearing and distance of N48°50'57"W 10.08' to a point, thence leaving the northern right of way of Garden Road, N34°02'54"E 109.94' to a point, thence N47°32'54"E 199.71' to a point, thence N39°31'55"W 5.05' to a point, thence N05°55'04"E 10.63' to a point, thence N25°19'17"E 13.72' to a point, thence S39°31'55"E 37.35' to a point, thence S47°32'54"W 216.35' to a point, thence S34°02'54"W 110.42' to the point on the northern right of way of Garden Road, the point and place of beginning.

EXHIBIT D

"EXHIBIT D"

LINE TABLE

LINE	BEARING	DISTANCE
L1	S48°14'40"W	29.10'
L2	S21°38'19"E	18.62'
L3	S48°52'59"W	15.30'
L4	S18°12'08"W	15.30'
L5	S48°32'40"W	9.10'
L6	N07°58'19"W	39.55'
L7	S10°58'19"W	18.50'
L8	S05°33'01"W	37.75'
L9	S05°33'01"W	71.68'
L10	N05°50'14"E	15.90'
L11	N05°53'19"E	8.94'
L12	N05°57'31"E	8.71'
L13	N03°57'51"E	22.17'
L14	S17°20'45"E	30.43'

CURVE TABLE

CURVE	RADIUS	ARC LENGTH	CHORD LENGTH	CHORD BEARING
C1	286.80'	213.34'	508.53'	N66°17'00"W
C2	286.80'	20.49'	20.48'	N69°28'41"W
C3	286.80'	23.08'	23.08'	S88°16'31"W
C4	286.80'	110.00'	138.68'	S70°13'28"W
C5	286.80'	13.22'	13.22'	N46°29'17"W

HUFFMAN MILL PLAZA LTD. PARTNERSHIP

30' 5.14, PG 691
PG 35, PG 158
CHW 885428191

R.M. PROPERTIES

C/A APPLICABLES
US 105, PG 200
SPIN 88551311827

GARDEN ROAD

HUFFMAN MILL ROAD

PRELIMINARY
NOT FOR CONSTRUCTION
S.E.T.S. (P. 10/20/2020)

THIS MAP IS NOT A CERTIFIED SURVEY AND HAS NOT BEEN REVIEWED BY A LOCAL GOVERNMENT AGENCY FOR COMPLIANCE WITH ANY APPLICABLE LAND DEVELOPMENT REGULATIONS.

0 40 80 120
GRAPHIC SCALE 1"=100'

EXHIBIT D-1

Legal Description for "Exhibit D"

Lying and being in the City of Burlington, Alamance County, North Carolina and being more particularly described as follows:

Commencing at north eastern corner of property now or formerly R & M Properties (T/A Applebee's) (see Deed Book 662, Page 560), thence N50°48'13"E 3.64' to a point on the right of way of Huffman Mill Road and the true beginning point of a new 20' public utility easement, thence leaving the right of way of Huffman Mill Road N41°17'12"W 168.55' to a point in a new 30' Sanitary Sewer easement, thence along the sewer easement line, N05°55'04"E 27.25' to a point, thence leaving said line of the new 30' sanitary sewer easement, S41°17'12"E 187.79' to a point on the right of way of Huffman Mill Road thence along the right of way of Huffman Mill Road S50°48'13"W 20.01' to the point and place of beginning.

CONSENT AND SUBORDINATION

Reference is made to that certain Deed of Trust, Security Agreement and Fixture Filing with American United Life Insurance Company, an Indiana corporation, recorded August 27, 2009, in Book 2845, Page 511, Alamance County Registry (such instrument as the same may have been heretofore modified, amended, extended or renewed, being herein referred to as the "Deed of Trust"). American United Life Insurance Company does hereby join in the grant and release, as applicable, of the easements herein contained for the purpose of consenting to the same, hereby agreeing to honor and recognize the same hereafter, in accordance with the terms set forth herein, and does hereby subordinate the lien of the Deed of Trust to the easements herein contained to the extent said easements apply.

Lender:

AMERICAN UNITED LIFE INSURANCE COMPANY

By: _____
Name: _____
Title: _____

STATE OF _____

COUNTY OF _____

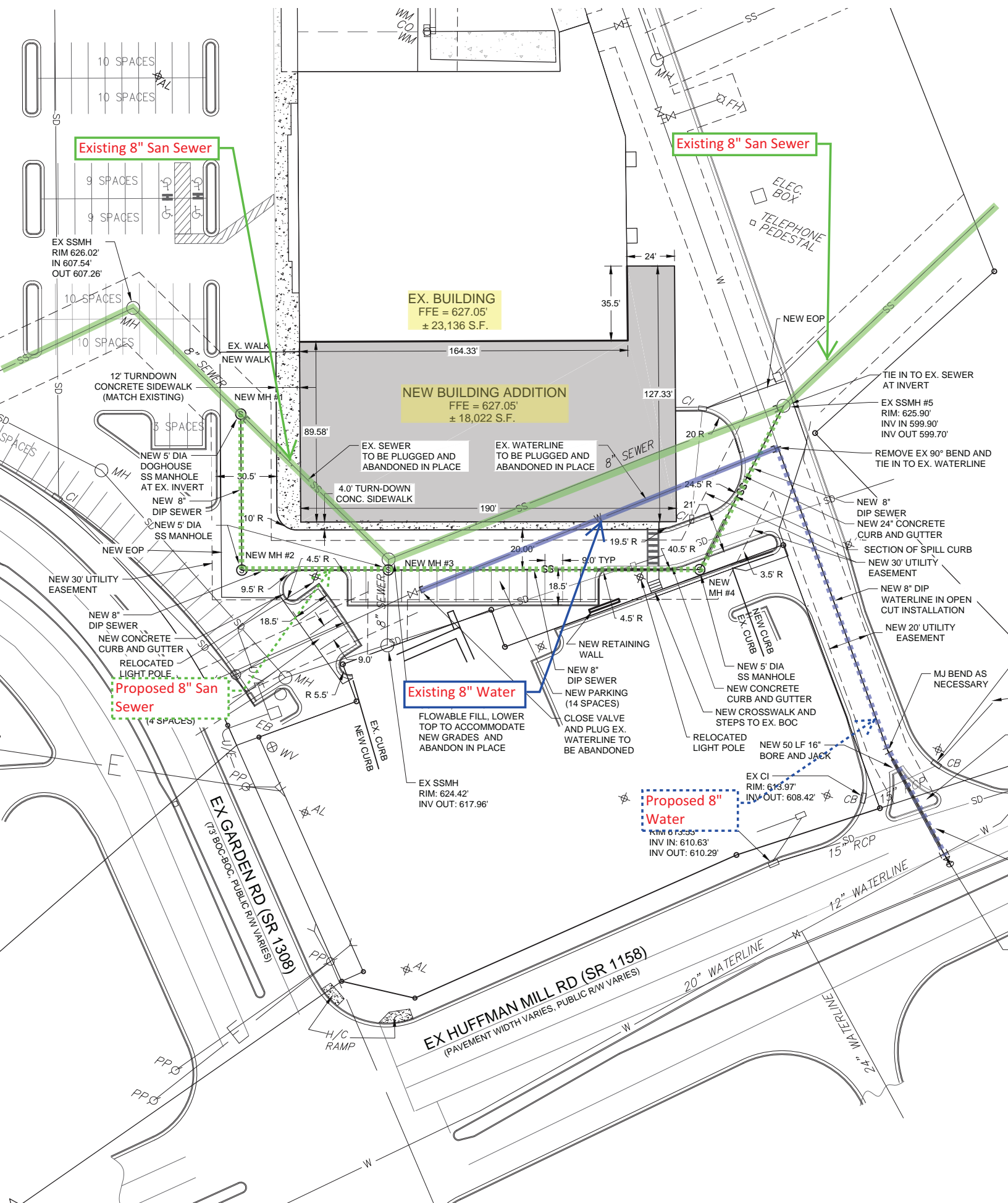
I, _____, a Notary Public of the County and State aforesaid, certify that _____ personally appeared before me this day and acknowledged that s/he is _____ of American United Life Insurance Company, and further acknowledged the due execution of the foregoing instrument on behalf of the company.

WITNESS my hand and official seal, this _____ day of _____, 2016.

(Notary Seal)

Notary Public

My Commission Expires:



INTEROFFICE MEMORANDUM

FINANCE & RISK MANAGEMENT DEPARTMENT

TO: Mr. Hardin Watkins, City Manager

FROM: Peggy Reece, Director of Finance & Risk Management

SUBJECT: Budget Amendment 2016- 31 - CDBG - HOME Program -
Loan Repayments

DATE: April 27, 2016

Attached is a copy of a memorandum from Shawna Tillery, Community Development Administrator, requesting that we recognize funds earned from the repayment of HOME City housing rehabilitation loans. The HOME City repayment has increased compared to the original projected income. The HOME City repayments will allow the Community Development Office to use the proceeds from the loan repayments for eligible HOME Program housing pursuant to federal regulations.

Please ask the City Council to amend the 2015-16 Budget at its May 17th, meeting.

BA2016-31

Increase Revenues:

555-33611-0000 HOME Program Funds City \$ 25,610

Increase Expenditures:

555-50015-6910 Homeowner Housing Rehab City 2015 \$ 25,610

Attachment

cc: Hal Hayes, Purchasing and Revenue Collection Manager
Amy Nelson, Planning Director
Shawna Tillery, Community Development Administrator
Renee Ward, Administrative Manager/City Clerk
Beverly Smith, Deputy City Clerk

MEMORANDUM

TO: Peggy Reece, Finance Director

FROM: Shawna Tillery, CD Administrator

DATE: April 27, 2016

SUBJECT: City Council Agenda-May 17, 2016 HOME Program Budget Amendment

Please request City Council at the May 17, 2016 meeting to consider approving an amendment to the HOME Program budget. The proposed amendment will enable the City to spend funds earned from the monthly repayment of HOME City housing rehabilitation loans. The HOME City repayments have increased compared to the original projected income. The budget amendment will allow the Community Development Office to use the loan repayments for eligible HOME Program housing activities pursuant to federal regulations.

Please amend the 2015-16 budget to increase the following HOME Program account by this amount:

Increase Revenue:

555-33611-0000	HOME Program Funds City	\$25,606.65
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Increase Expenditures:

555-50015-6910	Homeowner Housing Rehab City 2015	\$25,606.65
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If you need additional information, please advise me.

MEMORANDUM

TO: Hardin Watkins, City Manager

FROM: Amy L. Nelson, Director of Planning & Economic Development

DATE: May 10, 2016

SUBJECT: City Council Agenda – May 17, 2016
Public Hearing to rezone from B-2 General Business District to CB-Conditional Business District. The property is located at the northwest intersection of South Church Street and Shadowbrook Drive. This meeting was postponed from the April 19, 2016 City Council Meeting.

Alamance County tax identification number 113829.

At the March 28, 2016 meeting of the Burlington Planning and Zoning Commission, Mr. Steve Blakley with Kimley-Horn & Associates, representing New Market Burlington, LLC presented an application to amend a previously approved Special Use Permit approved by the Burlington City Council on January 28, 1985 by rezoning from B-2 General Business District to CB-Conditional Business District to allow for the continued use of a Unified Business Development with the addition of outdoor gas pumps and a 2,355 square feet addition to the rear of the building. The property is located at the northwest intersection of South Church Street and Shadowbrook Drive, referenced as Alamance County tax identification number 113829. This meeting was postponed from the April 19, 2016 City Council Meeting.

Staff recommended approval of the request for rezoning with the Use and Development Conditions submitted by the petitioner.

The Commission discussed concerns about traffic in the area. Representatives from Kimley-Horn and Associates presented the Commission the results of a traffic impact analysis that showed minimal impact on the current traffic conditions.

After much discussion Commission Member Mr. Early Kenan, Jr. made a motion to approve the request. Commission Member Ms. Rebecca Lashley seconded the motion. The Commission voted 4 in favor of the motion and 2 against the motion; the motion passed due to the majority vote. Voting in favor of the motion were Commission Members Enoch, Lashley, Kenan, Jr., and Jagers. Voting against the motion were Commission Members Parker, and Black.

In addition, the Commission recommended that the official zoning map and the Comprehensive Land Use Plan be amended to reflect the rezoning. The Commission found that the zoning changes as requested would not adversely affect the adjoining property, would be in keeping with land use planning in the area and was consistent with the Comprehensive Land Use Plan for Burlington and its environs.

The developer has made a change in the location of the gas canopy as shown on the attached plan. As part of the development conditions the owner is dedicating 15 feet of their property along Shadowbrook Drive in order to accommodate the need for future road improvements.

This matter will be advertised as required for a public hearing before the City Council on May 17, 2016, and abutting property owners will be properly notified. Please have this item placed on the City Council agenda for that date.

If the Council approves the request, the following ordinance should be adopted:

ORDINANCE TO AMEND OFFICIAL ZONING MAP (Rezone Property located at the northwest intersection of South Church Street and Shadowbrook Drive.)

BE IT ORDAINED by the City Council of the City of Burlington, North Carolina:

Section 1. That the official zoning map, an element of the Burlington Zoning Ordinance, and the Comprehensive Land Use Plan are hereby amended by amending a previously approved Special Use Permit approved by the Burlington City Council on January 28, 1985 by rezoning from B-2 General Business District to CB-Conditional Business District to allow for the continued use of a Unified Business Development with the addition of outdoor gas pumps and a 2,355 square feet addition to the rear of the building, subject to the conditional uses with limitations as set forth in Sections 2, 3 and 4 of this ordinance the area described as follows:

Property located at the northwest intersection of South Church Street and Shadowbrook Drive; referenced as Alamance County tax identification number 113829.

Section 2. That the rezoning from B-2 General Business District to CB-Conditional Business District, Unified Business Development is hereby authorized subject to the following Use and Development Conditions:

Use Conditions

1. Unified Business Development as per 32.10.QQ
2. Retail (240 SF Kiosk) with gas pumps

Development Conditions

1. Parking ratio reduced from 5 spaces per 1,000 SF of building area to 4 spaces per 1,000 SF of building area and not subject to any other or more stringent, parking calculation based on use.
2. Future 15 foot right-of-way to be dedicated by plat prior to receiving certificate of occupancy for the Harris Teeter Fuel Station.
3. No vegetation within the dedicated 15 foot right-of-way shall be removed as a result of this project. Dedication of right-of-way will not require additional landscaping. Landscaping will remain as is.
4. Proposed signage will adhere to B-2 General Business standards.

Section 3. This property will be perpetually bound to the uses authorized and subject to such conditions as imposed including site plans and other submissions, unless subsequently changed or amended as provided for in the City of Burlington Zoning Ordinance.

Section 4. Any violations or failure to accept any conditions and use limitations imposed herein shall be subject to the remedies provided in the City of Burlington Code of Ordinances and Zoning Ordinance.

Section 5. That all ordinances or parts of ordinances inconsistent or in conflict with this ordinance are hereby repealed.

Section 6. That this ordinance shall take effect upon passage.

If you have any questions concerning this item, please advise.

ALN/kp

C: David Huffman, City Attorney

STATEMENT OF CONSISTENCY

The City Council finds that the above amendment is consistent with the City of Burlington Comprehensive Land Use Plan and that this action is reasonable and in the public interest in that the amendment is compatible with existing land uses in the vicinity and reflects the changing land use patterns in the area.



City of Burlington Zoning Staff Report

Applicant: New Market Burlington, LLC

Property Location: Northwest intersection of South Church Street and Shadowbrook Drive

PIN: 13829

Area: Approximately 11.18 acres

Current Zoning: B-2 General Business

Proposed Zoning: CB-Conditional Business

Current Land Use Allowed: Unified Business Development

Proposed Land Use: Unified Business Development with outdoor gas pumps

Adjacent property Conditions:

Location	Zoning	Land Use	Land Use Plan
North	Residential	Residential	Residential
South	Commercial	Commercial	Commercial
East	Commercial & Residential	Commercial & Residential	Residential
West	Residential & O&I	Residential & O&I	Residential

Comprehensive Plan Consistency: The Comprehensive Land Use Plan for the area north of South Church Street along Shadowbrook Drive calls for residential use. The intersection of Shadowbrook Dr. and South Church St. is part of an existing commercial corridor making this request compatible to the zoning and land uses in the area.

Staff Recommendation: This property was rezoned from MF-A Multifamily District and R-15 Residential District to B-2 General Business District on December 20, 1984. A Special Use Permit was approved for the existing Unified Business Development (2 or more businesses on 3 or more acres of land) on January 28, 1985. The Special Use Permit was amended November 5, 1996 to allow for a pylon sign to be placed on the property. Currently, any Special Use Permit approved prior to June 3, 2003 may only be amended by Conditional zoning. The request for a reduction in parking spaces and the addition of gas pumps requires an amendment and is consistent with other shopping centers such as Wal-Mart on Graham-Hopedale Rd., Kmart on Huffman Mill Rd. and BJ's at Alamance Crossing. The Traffic Impact Analysis provided by Kimley-Horn and Associates showed minimal impact to the intersection of South Church Street and Shadowbrook Drive. The property owner has agreed to dedicate 15 feet of their property along Shadowbrook Drive for additional right-of-way in the event the city may need to widen the intersection in the future in order for it to be able to handle additional traffic that may be created in the future.

The site plan has been approved by the Technical Review Committee.
Staff recommends approval of the rezoning request.

City of Burlington
Zoning & Parcel
Information System



City of Burlington
GIS Division

Last Update:
June 02, 2009

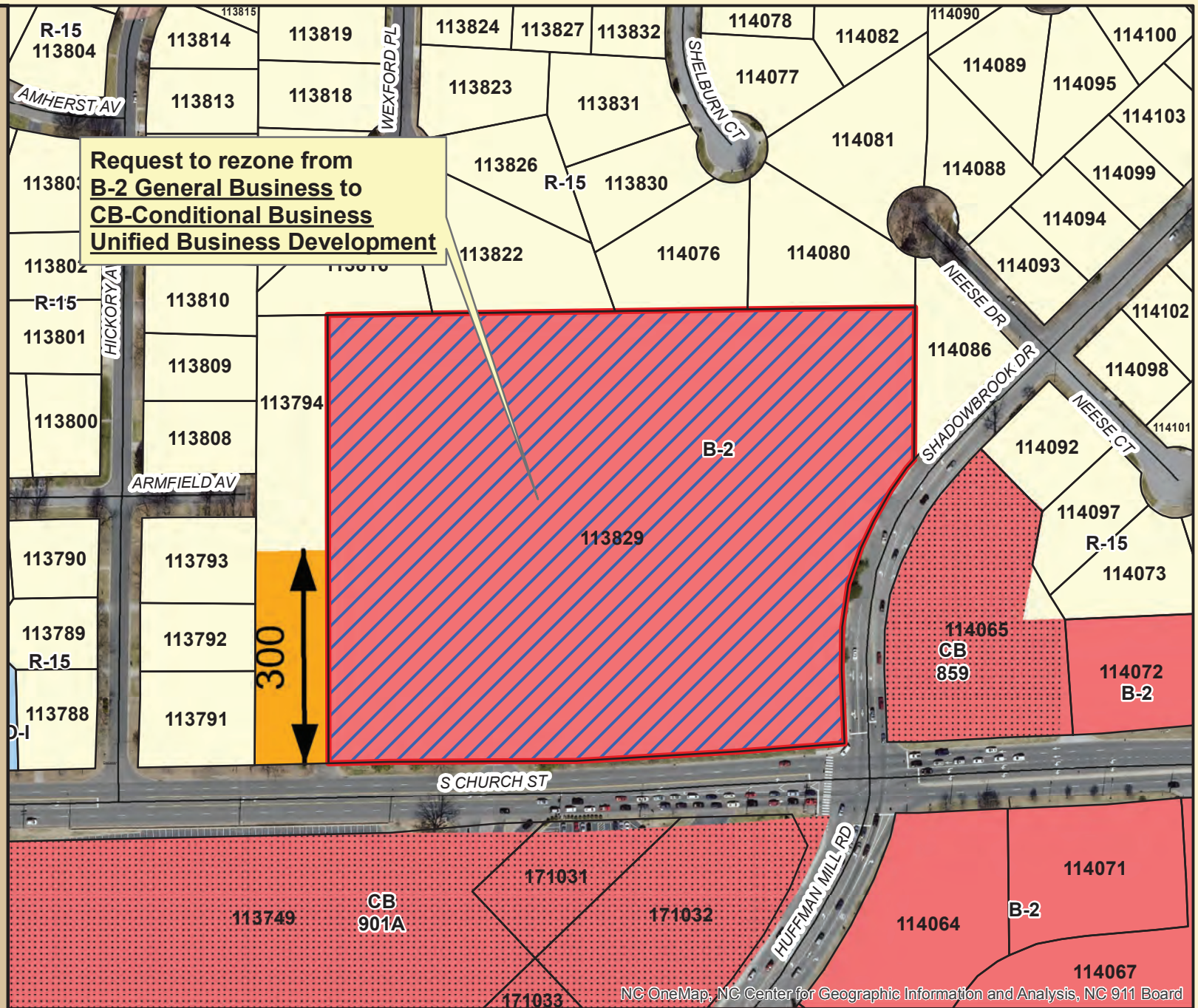
Legend

Zoning

B-1	I-3
B-2	MF-A
B-3	MF-B
CB	O-I
CI	RO-I
CMX-C	CPEC
CMX-R	R-6
CO-I	R-9
CR	R-12
I-1	R-15
I-1A	R-30
I-2	R-M



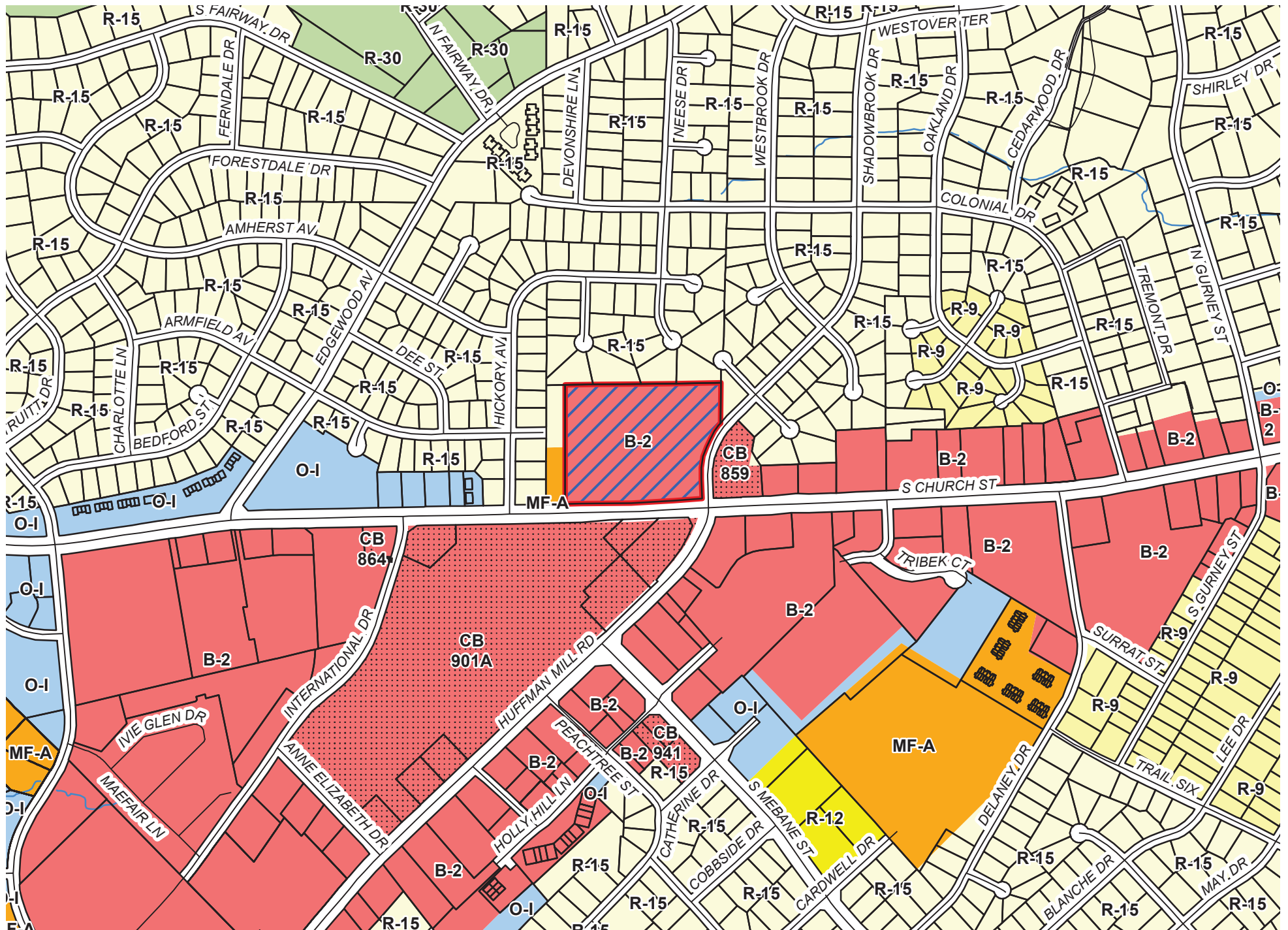
1 inch = 200 feet



Disclaimer:

This map was compiled from the GIS resources of the Burlington Regional GIS Partnership for public planning and agency support purposes. These resources include public information sources of different scale, time, origin, definition and accuracy, which aspects produce inconsistencies among features represented together on this map. Neither the City of Burlington nor the Partnership shall be held liable for any errors in this map or supporting data. Primary public information sources from which this map was compiled, in conjunction with field surveys where required, must be consulted for the verification of the information contained within this map.

NC OneMap, NC Center for Geographic Information and Analysis, NC 911 Board





CITY OF BURLINGTON PLANNING DEPARTMENT

Conditional Rezoning Application Part I

Date Submitted 3.11.16 Fee/Receipt No. 1

Provide the required information as indicated below. Pursuant to the City of Burlington Zoning Ordinance, this application will not be processed until application fees are paid, the form below is completed and signed and all required maps and plans and documents have been submitted to the satisfaction of the Planning Department. Additional sheets for tax references, signatures and use and development conditions are attached.

Pursuant to Section 32.19 of the City of Burlington Zoning Ordinance, the undersigned hereby requests the City of Burlington to rezone the property listed below from B2 zoning district to CB zoning district for the following purpose: Unified Business Development with fuel sales

Said property is located at 2727 Church Street, Burlington, NC

being a total of 11.18 acres and further referenced on Alamance County or Guilford County Tax Maps as follows: (Additional space on Page 5)

Tax Map 113829

Tax Map _____

Tax Map _____

Tax Map _____

Check one:

- ☒ The property requested for rezoning is an entire parcel or parcels as shown on the Alamance or Guilford County Tax Map.
- ☐ The property requested for rezoning is a portion of a parcel or parcels as shown on the Alamance or Guilford County Tax Map and a written legal description of the property and a map are attached.

Check one:

- ☒ Public services (i.e., water and sewer) are not requested or required.
- ☐ Public services (i.e., water and sewer) are requested or required.

Conditional rezoning requirements:

- ☒ Zoning Sketch Plan. A sketch plan illustrating proposed conditions and other pertinent information is required for all conditional rezoning requests. Sketch elements not illustrating proposed conditions are subject to subdivision and site plan review. Refer to Section 32.19 of the City of Burlington Zoning Ordinance for conditional rezoning requirements.
- ☒ Zoning Conditions. Use and/or development conditions must be provided. Complete Part II of this application. Refer to uses as listed in the Table of Permitted Uses, Section 32.9, of the City of Burlington Zoning Ordinance.

CITY OF BURLINGTON PLANNING DEPARTMENT

Conditional Rezoning Application

Part II

USE CONDITIONS: Uses of the property shall be limited to the following uses as listed in the Table of Permitted Uses, Section 32.9, of the City of Burlington Zoning Ordinance: (Additional space on Page 6)

- 1) Unified Business Development as per 32.10.QQ

- 2) Retail (240 SF Kiosk) with gas pumps

- 3) _____

- 4) _____

DEVELOPMENT CONDITIONS: Development of the property shall occur in accordance with the following standards and requirements in addition to those specified in the City of Burlington Zoning Ordinance: (Additional space on Page 6)

- 1) Parking ratio reduced from 5 spaces per 1,000 SF of building area to 4 spaces per 1,000 SF of building area and not subject to any other, or more stringent, parking calculation based on use.

- 2) Future 15' right of way to be dedicated by plat prior to receiving certificate of occupancy for the Harris Teeter Fuel Station.

- 3) No vegetation within the dedicated 15' right of way shall be removed as a result of this project. Dedication of right of way will not require additional landscaping. Landscaping will remain as is.

- 4) Proposed signage will adhere to B2 General Business standards.

(Additional signature space on Page 5)

Property Owner's Signature

Representative's Signature (if applicable)

Property Owner's Name Printed

Representative's Name Printed

Name of Firm (if applicable)

Name of Firm (if applicable)

Mailing Address

Mailing Address

City, State and Zip Code

City, State and Zip Code

Area Code and Daytime Telephone Number

Area Code and Daytime Telephone Number

Additional Tax Map References: (Continued from Page 3)

Further referenced on Alamance or Guilford County Tax Maps as:

Tax Map _____

Tax Map _____

Tax Map _____

Tax Map _____

Additional Signatures: (Continued from Page 4)


Property Owner's Signature

Randolph W. Green
Property Owner's Name Printed

New Market - Burlington, LLC
Name of Firm (if applicable)

c/o Aston Properties, Inc.
610 E. Morehead St., Suite 100
Mailing Address

Charlotte, NC 28202
City, State and Zip Code

704.319.4939
Area Code and Daytime Telephone Number

Property Owner's Signature

Property Owner's Name Printed

Name of Firm (if applicable)

Mailing Address

City, State and Zip Code

Area Code and Daytime Telephone Number

Representative's Signature (if applicable)

Representative's Name Printed

Name of Firm (if applicable)

Mailing Address

City, State and Zip Code

Area Code and Daytime Telephone Number

Representative's Signature (if applicable)

Representative's Name Printed

Name of Firm (if applicable)

Mailing Address

City, State and Zip Code

Area Code and Daytime Telephone Number

CITY OF BURLINGTON PLANNING DEPARTMENT

Conditional Rezoning Application Part II

USE CONDITIONS: Uses of the property shall be limited to the following uses as listed in the Table of Permitted Uses, Section 32.9, of the City of Burlington Zoning Ordinance: (Additional space on Page 6)

- 1) _____
- 2) _____
- 3) _____
- 4) _____

DEVELOPMENT CONDITIONS: Development of the property shall occur in accordance with the following standards and requirements in addition to those specified in the City of Burlington Zoning Ordinance: (Additional space on Page 6)

- 1) _____
- 2) _____
- 3) _____
- 4) _____

(Additional signature space on Page 5)

Property Owner's Signature

Property Owner's Name Printed

Name of Firm (if applicable)

Mailing Address

City, State and Zip Code

Area Code and Daytime Telephone Number

Marianne Moseley
Representative's Signature (if applicable)

Marianne Moseley
Representative's Name Printed

Kimley-Horn
Name of Firm (if applicable)

200 S. Tryon St. Suite 200,
Mailing Address

Charlotte, NC 28202
City, State and Zip Code

704.409.1011
Area Code and Daytime Telephone Number

Additional Tax Map References: (Continued from Page 3)

Further referenced on Alamance or Guilford County Tax Maps as:

Tax Map _____

Tax Map _____

Tax Map _____

Tax Map _____

Additional Signatures: (Continued from Page 4)

Property Owner's Signature

Property Owner's Name Printed

Name of Firm (if applicable)

Mailing Address

City, State and Zip Code

Area Code and Daytime Telephone Number

Property Owner's Signature

Property Owner's Name Printed

Name of Firm (if applicable)

Mailing Address

City, State and Zip Code

Area Code and Daytime Telephone Number

Matthew A. Edwards
Representative's Signature (if applicable)

Matthew A. Edwards
Representative's Name Printed

Kimley-Horn & Associates INC
Name of Firm (if applicable)

200 South Tryon, Ste. 200
Mailing Address

Charlotte, NC 28202
City, State and Zip Code

(704) 954-7493
Area Code and Daytime Telephone Number

Maggie Jones
Representative's Signature (if applicable)

Maggie Jones
Representative's Name Printed

Kimley-Horn
Name of Firm (if applicable)

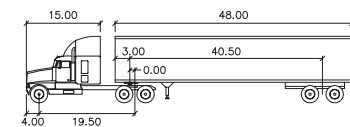
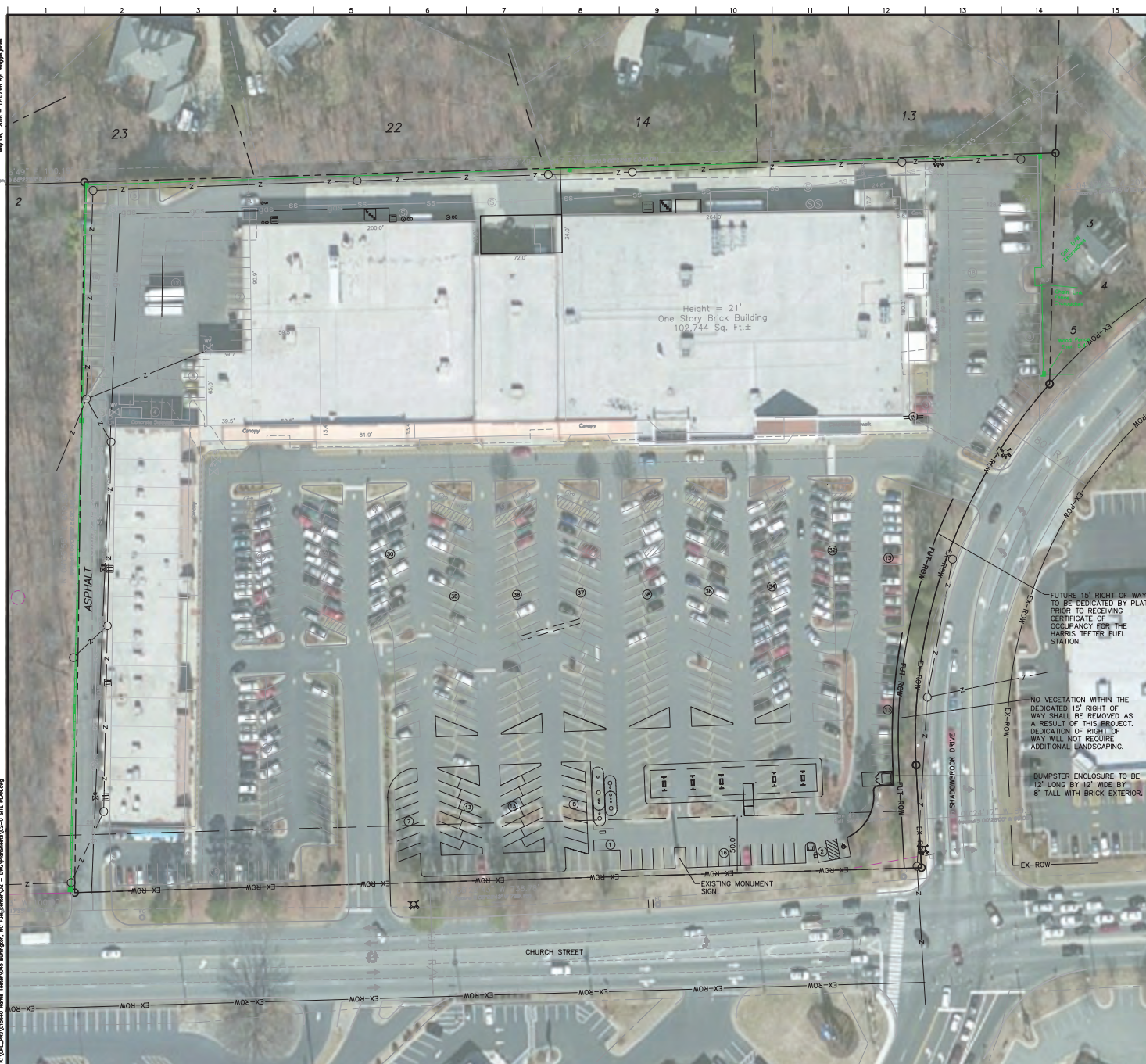
200 South Tryon, Suite 200
Mailing Address

Charlotte, NC 28202
City, State and Zip Code

(704) 409-1812
Area Code and Daytime Telephone Number

Harris Teeter Fuel

BURLINGTON, ALAMANCE COUNTY, NORTH CAROLINA 27215



WB-62

Tractor Width	: 8.00	Lock to Lock Time	: 6.0
Trailer Width	: 8.50	Steering Angle	: 28.4
Tractor Track	: 8.00	Articulating Angle	: 70.0
Trailer Track	: 8.50		

ZONING CODE SUMMARY

PROJECT NAME: STORE #345 - BURLINGTON
CLIENT NAME: HARRIS TEETER, LLC.
PHONE# (704)844-3100
PLANS PREPARED BY: KIMLEY-HORN AND ASSOCIATES
PHONE# (704)333-5131
TAX PARCEL ID:
STREET ADDRESS: 2727 CHURCH STREET

ZONING:	BURLINGTON, NC
PROPOSED USE:	B2
BUILDING HEIGHT:	FUEL SALES
LOT SIZE:	21'
MAP BLOCK LOT:	11.184 ACRES (EXISTING)
MINIMUM LOT WIDTH:	3-17-188
MINIMUM LOT DEPTH:	NA
MAXIMUM BUILDING HEIGHT:	NA
JURSDICTION:	TBD
	CITY OF BURLINGTON

YARD REQUIREMENTS:

SETBACK (FRONT): 50'

SIDE YARD (NORTH): 15'
SIDE YARD (SOUTH): 15'
REAR YARD: 15'

PARKING SUMMARY

EXISTING BUILDING SQUARE FOOTAGE: 125,494 SF
 EXISTING PARKING SPACES REQUIRED: 628 SPACES (5 SPACES / 1,000SF)
 EXISTING PARKING SPACES PROVIDED: 631 SPACES

PARKING SPACES LOST: 40 SPACES

PROPOSED BUILDING SQUARE FOOTAGE: 128,089 SF
ADDITION TO OVERALL SHOPPING CENTER: 2,355 SF
ADDITION FOR FUEL CENTER: 240 SF

PROPOSED PARKING SPACES REQUIRED: 613 SPACES (4 SPACES / 1,000 SF)
PROPOSED PARKING SPACES PROVIDED: 591 SPACES

STORMWATER CONTROL INFORMATION

PERVIOUS AREA TO BE REMOVED: 4,869 SF
PROPOSED PERVIOUS AREA: 7,438 SF

LANDSCAPING

ALL EXISTING LANDSCAPING AND BUFFER AREA TO REMAIN.

FEMA REGULATED FLOODWAY / FLOODPLAIN INFORMATION

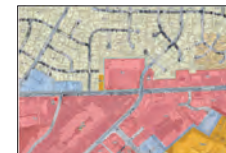
SITE IS NOT LOCATED WITHIN A FLOODWAY OR FLOODPLAIN

SOIL EROSION CONTROL AND GRADING PLAN

EROSION CONTROL AND GRADING PLAN WILL BE SUBMITTED WITH HARRIS TEETER FUEL CONSTRUCTION DOCUMENT SUBMITTAL

LANDUSE

EXISTING LANDUSE: GENERAL BUSINESS
PROPOSED LANDUSE: GENERAL BUSINESS
EXISTING ADJACENT LANDUSE: RESIDENTIAL / MULTI-FAMILY / GENERAL BUSINESS



ZONING AND ADJACENT OWNER MAP
NOT TO SCALE

PARCEL OWNER

1 NEWMARKET BURLINGTON, LLC
2 BRIAN W. & BRIANNE MARTINDALE
3 JAMES E. & BEVERLY M. RILEY
4 RANDY G. & DIANE O. ECTOR
5 THURMAN B. & LOIS OAKLEY
6 STEVEN A. & JEAN C. DAILEY



Know what's **below.**
Call before you dig

Kimley»Horn

NC License #F-0102
200 SOUTH TRYON ST.
SUITE 200
CHARLOTTE, NC 28202
PHONE: (704) 333-5131

© 2015

[illegible]

AGENT:

HARRIS TEETER

HARRIS TEETER FUEL CENTER
STORE #345
BURLINGTON
2727 CHURCH STREET
BURLINGTON, NORTH CAROLINA 27215

PROJECT

OVERALL SITE PLAN

34

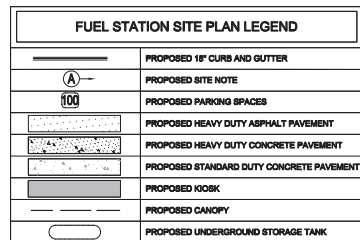
DESIGNED BY: MFJ

DRAWN BY: PF

CHECKED BY: MAE

DATE: 5/06/201

C2-0



1. ALL DIMENSIONS ARE BASED FROM FACE OF CURB TO FACE OF CURB UNLESS OTHERWISE NOTED.
2. SEE EXISTING CONDITIONS SHEET FOR COMPLETE BOUNDARY DESCRIPTION, ADJOINING PROPERTIES ZONING AND USE.
3. SEE GENERAL NOTES SHEET FOR SITE PLAN AND ZONING NOTES.
4. THIS SITE IS NOT LOCATED IN A SPECIAL PLACED HAZARD AREA ACCORDING TO THE INSURANCE RATE MAP, FIRM PANEL, 271000020V DATED NOVEMBER 6, 2004.
5. ALL ON-LOT STRIPPING IS TO BE SHOWN/MAINTAINED HOTLINE WITH GLASS BEADS.
6. CONTRACTOR SHALL INCLUDE A LIME FIRM IN THE BID FOR EXTENDING HAUTY ASPHALT CONCRETE PAVEMENT TO THE EXISTING SHOULDER PROPOSED HAUTY ASPHALT PAVEMENT.
7. CONTRACTOR SHALL USE CULM TO SCALED RAIL AROUND NOOKS.
8. CONTRACTOR SHALL USE POLYUREA OR OTHER SEAL ANT ALL ON-LOT CURB CONCRETE.





January 14, 2016

Mr. Jason Geary
Traffic Services Engineer
City of Burlington
425 S Lexington Avenue
Burlington, NC 27215

**RE: *Harris Teeter Fuel Services Preliminary Traffic Impact Analysis
US 70 at Shadowbrook Drive, Burlington, NC***

Dear Mr. Geary,

As requested by the City of Burlington, Kimley-Horn has performed a preliminary traffic impact analysis for a proposed customer-incentive based fuel center tied to the existing Harris Teeter located within the New Market Square shopping center. This existing development is located in the northwest quadrant of the US 70 (South Church Street) at Shadowbrook Drive/Huffman Mill Road intersection in Burlington, North Carolina. The proposed fuel center would be located within the existing parking lot in front of Harris Teeter. Access is provided to the shopping center via one full-movement driveway on Shadowbrook Drive and two full-movement driveways on US 70 (South Church Street). The existing shopping center is shown in **Figure 1** below.



Figure 1: Location Map and Study Area

The purpose of this analysis is to determine the percent contribution of traffic that could potentially be added to the signalized intersection of US 70 (South Church Street) at Shadowbrook Drive/Huffman Mill Road from the proposed fuel center. This letter documents the methodology used to determine the

amount of traffic that could be expected to be added to this intersection upon build-out of the proposed fuel center.

Existing Traffic Volumes

Intersection turning-movement counts have not been performed at the intersection US 70 (South Church Street) at Shadowbrook Drive/Huffman Mill Road. Instead, the most recent average annual daily traffic (AADT) volumes obtained from the North Carolina Department of Transportation (NCDOT) were used to determine AM and PM peak-hour traffic volumes. **Figure 2** shows the 2013 AADTs along the adjacent roadway network.

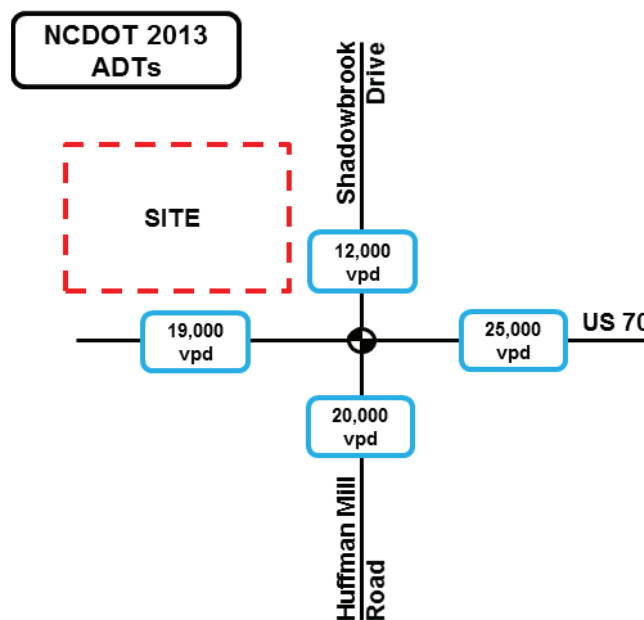


Figure 2: 2013 AADTs (Source: NCDOT)

The volumes shown in Figure 2 are 24-hour, two-way traffic volumes along these streets. To convert the 24-hour volumes to peak-hour volumes, a 10% factor was used, an industry-standard conversion factor. To convert the two-way volumes to directional volumes, a directional factor was determined on each link based on AADTs, surrounding land uses and major transportation links, and review of the “typical” AM and PM peak-hour traffic diagrams provided by Google Maps. Based on this, the following directional splits were used:

- US 70 (South Church Street)
 - AM: 50% EB, 50% WB
 - PM: 50% EB, 50% WB
- Shadowbrook Drive/Huffman Mill Road
 - AM: 60% SB, 40% NB
 - PM: 40% SB, 60% NB

An even directional split was assumed along US 70 based on the proximity of the City of Burlington to the east with the City of Greensboro to the west. The directional splits assumed for Shadowbrook Drive/Huffman Mill Road was based on the proximity of I-85/I-40 to the south. **Figure 3** shows the resulting AM and PM peak-hour traffic volumes entering the intersection based on the assumptions above.

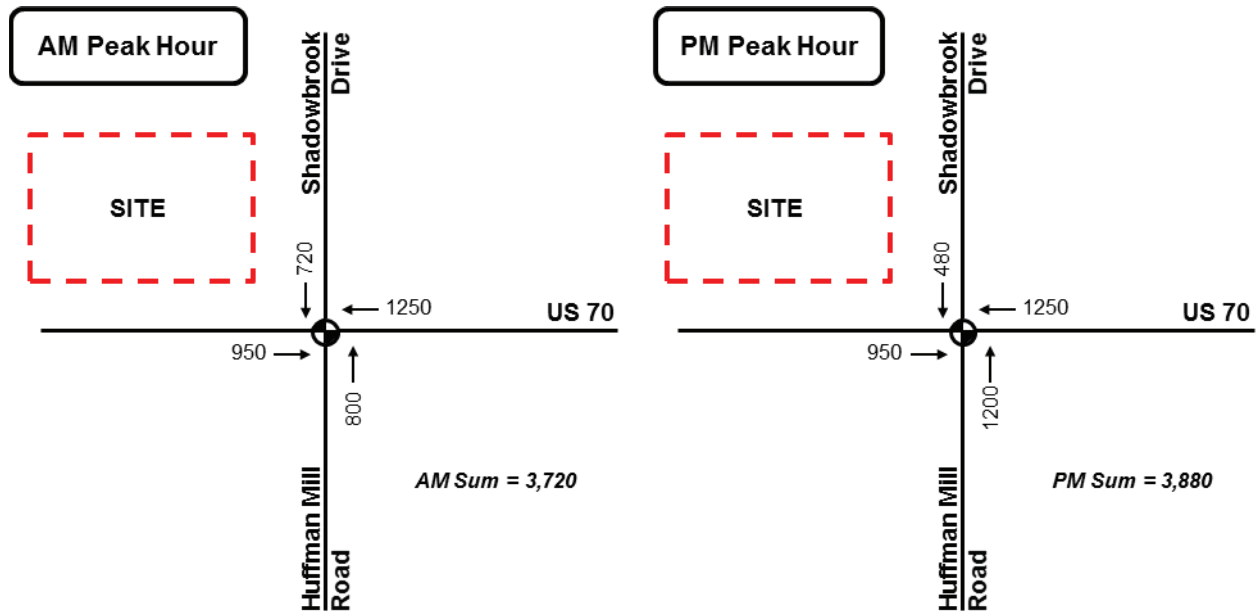


Figure 3: AM and PM Peak-Hour Traffic Volumes

Site Traffic Volumes

The proposed fuel center includes 8 fueling positions. Trip generation calculations were performed based on data published by the Institute of Transportation Engineers' (ITE) *Trip Generation, 9th Edition* along with local data collected at an existing customer-incentive based fuel center tied to a Harris Teeter. The local data, collected in Murrell's Inlet, South Carolina in July 2015, provided internal capture rates between Harris Teeter grocery and the fuel center. This data was collected and used in place of typical ITE internal capture rates to account for the notion of incentives provided between the two uses that would be expected to promote an increased internal capture rate between these two uses as compared to two other typical retail uses. Based on the surveys performed, 38% of the fuel customers also visited the grocery center during the AM peak hour, with 34% during the PM peak hour. These rates were used in the trip generation calculations shown in **Table 1** below.

Table 1 - Trip Generation									
Land Use	Intensity	Daily	AM Peak Hour			PM Peak Hour			
			Total	In	Out	Total	In	Out	
Gasoline Service Station with Convenience Market	8 FP	1,302	81	41	40	108	54	54	
Subtotal		1,302	81	41	40	108	54	54	
Internal Capture		469	31	16	15	37	18	18	
ITE 945 Pass-By - 62% AM / 56% PM		72	32	16	16	40	20	20	
Adjacent Street Traffic			3,344			3,750			
10% Adjacent Street Traffic		1,420	670	335	335	750	375	375	
Pass-By		72	32	16	16	40	20	20	
Net New External Trips		761	18	9	9	31	16	16	
Note: Trip generation was calculated using the following data:									
Daily Traffic Generation									
Gasoline Service Station with Convenience Market	[ITE 945]	=	T = 162.78 (X) ; (50% in, 50% out)						
AM Peak-Hour Traffic Generation									
Gasoline Service Station with Convenience Market	[ITE 945]	=	T = 10.16 (X) ; (50% in, 50% out)						
PM Peak-Hour Traffic Generation									
Gasoline Service Station with Convenience Market	[ITE 945]	=	T = 13.51 (X) ; (50% in, 50% out)						

As shown, the proposed fuel center is expected to generate 18 total AM and 31 total PM net new external peak-hour trips.

Site trip distribution was determined based on surrounding land uses and AADTs in the vicinity of the site. The site trip assignment was determined using the distribution and taking into account the full-movement access to both US 70 (South Church Street) and Shadowbrook Drive. **Figure 4** on the next page shows the site trip distribution and assignment developed for the proposed site traffic.

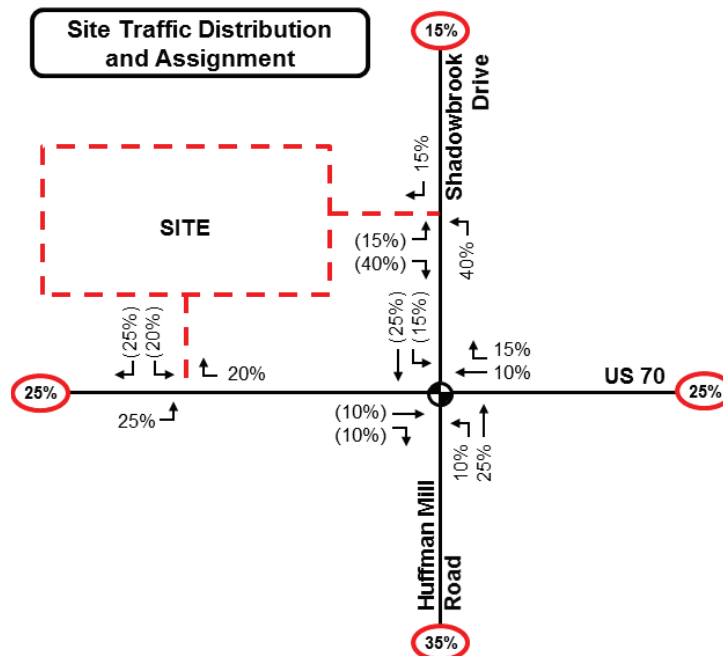


Figure 4: Site Traffic Distribution and Assignment

Using this distribution and assignment, along with the trip generation shown in Table 1, site trips were assigned appropriately to the surrounding roadway network. **Figure 5** shows the site traffic volume added to the surrounding roadway network upon build-out of the proposed fuel center.

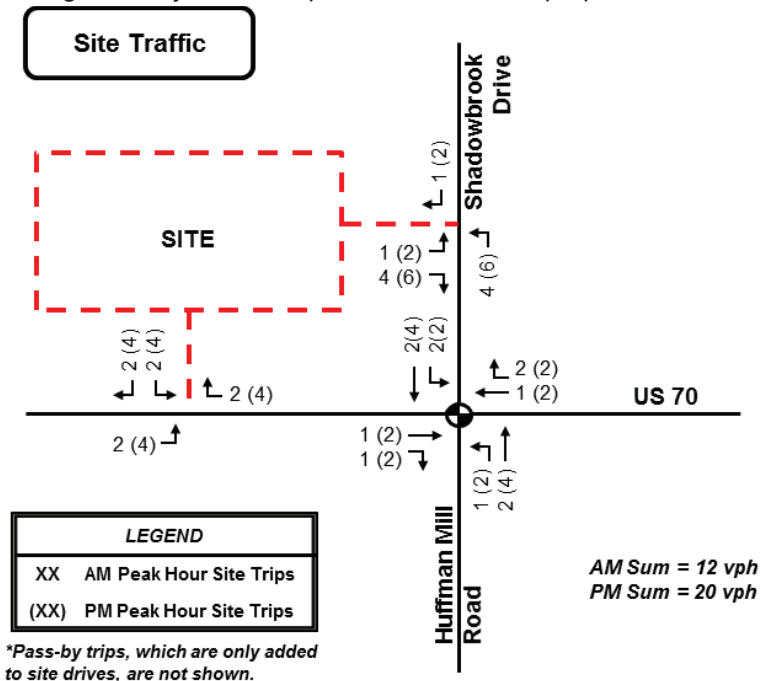


Figure 5: Proposed Site Traffic

Once assigned, the total entering site traffic to the intersection of US 70 at Shadowbrook Drive/Huffman Mill Road was determined for both the AM and PM peak hours, shown in Figure 5. Comparing the site traffic expected to enter the intersection from Figure 5 to the existing traffic entering the intersection from Figure 3 provides a percent contribution of site traffic that could be expected at the intersection during both peak hours.

Conclusion

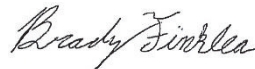
Based on the analysis described in the sections above, the site is expected to contribute 0.3% of the total entering intersection traffic during the AM peak hour and 0.5% during the PM peak. Based on this, the proposed fuel center is expected to have a minimal impact to the intersection of US 70 (South Church Street) at Shadowbrook Drive/Huffman Mill Road.

If you have any further questions, please do not hesitate to contact me at (704) 333-5131.

Very truly yours,

KIMLEY-HORN

Steve Blakley, P.E.



Brady Finklea, P.E.



December 22, 2015

Mr. Joey Lea
Zoning Administrator
City of Burlington
425 S Lexington Avenue
Burlington, NC 27215

RE: *New Market Square Parking Evaluation Study, Burlington, NC*

Dear Mr. Lea,

As requested by the City of Burlington, Kimley-Horn has performed a parking evaluation study for the New Market Square shopping center parking lot. This site is located at the intersection of Shadowbrook Drive and US 40 (South Church Street) in Burlington, North Carolina as shown in **Figure 1**. The purpose of this study is to determine if the existing demand for parking at the shopping center could be accommodated if the number of spaces was reduced from 5 spaces per 1000 square feet of shopping center space to 4 spaces per 1000 square feet of shopping center space. The potential reduction in parking would allow for the construction of a new fuel center. These calculations were based on existing parking occupancy counts. The parking area included in the study is located within the existing New Market Square shopping center and includes spaces along the rear sides of the buildings. On the originally submitted plans for TRC, the overall site plan reflected a total of 631 spaces for the center. This count was based off an outdated CAD file and an aerial. It has come to our attention, through this parking study, the center now has a total of 618 parking spaces. Half-hour parking observations were collected to determine the number and location of spaces that were occupied. Observations were made in December 2015 to account for peak retail demand.



Figure 1: Location Map and Study Area

Background Data Collection

Field observations were performed to observe shopping center operations and collect site information, including the location of obstructions/constraints and other notable features of the parking area.

As directed by the City, we collected occupancy data on a weekday and a Saturday in December 2015 during the following times:

- Tuesday, December 8 between 4:30 PM and 6:30 PM
- Saturday, December 19 between 10:30 AM and 2:30 PM

Parking Occupancy

Kimley-Horn calculated parking occupancy for each half hour on Tuesday, December 8, 2015 and Saturday, December 19, 2015. There are currently a total of 618 available parking spaces in the New Market Square shopping center. Therefore, the number of spots occupied divided by 618 yields the percent occupied for the observed time periods. **Table 1** shows the percent occupancy for Saturday, December 19, 2015.

	Parking Spaces Occupied	Percent Occupancy
10:30 AM	230	37.2%
11:00 AM	276	44.7%
11:30 AM	306	49.5%
12:00 PM	338	54.7%
12:30 PM	341	55.2%
1:00 PM	372	60.1%
1:30 PM	395	63.9%
2:00 PM	378	61.2%
2:30 PM	383	62.0%
Period Average	335	54.2%

Table 1: Parking Occupancy Data (Saturday, December 19, 2015)

As shown in **Table 1**, the maximum percent occupancy on Saturday, December 19 for the observed time period was 63.9%, which equates to 395 spaces or 3.2 spaces for every 1000 square feet of shopping center space.

Table 2 shows the percent occupancy for Tuesday, December 8, 2015.

	Parking Spaces Occupied	Percent Occupied
4:30 PM	225	36.4%
5:00 PM	219	35.4%
5:30 PM	250	40.5%
6:00 PM	230	37.2%
6:30 PM	189	30.6%
Period Average	223	36.0%

Table 2: Parking Occupancy Data (Tuesday, December 8, 2015)

As shown in **Table 2**, the maximum percent occupancy on Tuesday, December 8 for the observed time period was 40.5%, which equates to 250 spaces or 2.0 spaces for every 1000 square feet of shopping center space.

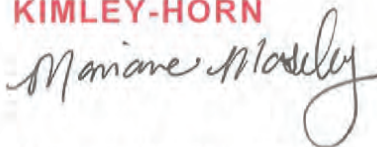
Conclusion

Based on the data collected, the maximum observed occupancy of 395 spaces (63.9 % occupied), occurred on Saturday, December, 19, 2015 between 1:30 PM and 2:00 PM. A parking occupancy of 395 spaces equates to 3.2 spaces for every 1000 square feet at the New Market Square; therefore, a reduction in the current number of parking spaces required from 5 parking spaces per every 1000 square feet of shopping center space to 4 parking spaces for every 1000 square feet of shopping center space should be considered reasonable.

If you have any further questions, please do not hesitate to contact me at 704 409 1811.

Very truly yours,

KIMLEY-HORN



Marianne Moseley, P.E.



Dillon Turner, EIT

Attachments

- **Count Data**



920 Blairhill Rd. Ste. B-106
Charlotte, NC 28217
704-215-4616

Date Counted: 12/19/2015
Burlington Parking Study

Time	Total Number of Standard Parking Spaces - 599	Empty	Occupied
10:30AM		374	225
11:00AM		334	265
11:30AM		303	296
12:00PM		269	330
12:30PM		270	329
1:00PM		244	355
1:30PM		215	384
2:00PM		235	364
2:30PM		230	369

Time	Total Number of Handicapped Parking Spaces - 17	Empty	Occupied
10:30AM		12	5
11:00AM		7	10
11:30AM		7	10
12:00PM		9	8
12:30PM		5	12
1:00PM		2	15
1:30PM		7	10
2:00PM		4	13
2:30PM		5	12

Time	Total Number of 10-Minute Parking Spaces - 2	Empty	Occupied
10:30AM		2	0
11:00AM		1	1
11:30AM		2	0
12:00PM		2	0
12:30PM		2	0
1:00PM		0	2
1:30PM		1	1
2:00PM		1	1
2:30PM		0	2



920 Blairhill Rd. Ste. B-106
Charlotte, NC 28217
704-215-4616

Date Counted: 12/8/2015
Burlington Parking Study

Time	Total Number of Standard Parking Spaces - 599	Empty	Occupied
4:30PM		384	215
5:00PM		387	212
5:30PM		360	239
6:00PM		378	221
6:30PM		416	183

Time	Total Number of Handicapped Parking Spaces - 17	Empty	Occupied
4:30PM		8	9
5:00PM		10	7
5:30PM		6	11
6:00PM		8	9
6:30PM		11	6

Time	Total Number of 10-Minute Parking Spaces - 2	Empty	Occupied
4:30PM		1	1
5:00PM		2	0
5:30PM		2	0
6:00PM		2	0
6:30PM		2	0

MEMO

May 11, 2016

TO: City Council

FROM: Hardin Watkins, City Manager

SUBJECT: Municipal Service District (MSD) Public Hearing and Contract
May 17, 2016 City Council Meeting

A public hearing is set for May 17, 2016 to receive input prior to entering into a contract for MSD services. This public hearing is required as part of legislative changes included in state budget bill, SL2015-241 that amends NCGS 160A-536 subjecting municipalities to additional requirements when contracting with a private entity to “provide services, facilities, functions or promotional and development activities” for a MSD.

The changes require a municipality to solicit input from MSD residents and property owners, to use a formal bid process for the selection of the contractor and hold a public hearing prior to entering into a contract for services. To comply, two focus group meetings and an online survey were conducted in March and a Request for Proposals (RFP) was released on March 30th. The RFP requested each submittal include two cost proposals, one based on the previous level of funding for the MSD and a second outlining services related to an expanded level of funding.

The City received one proposal in response to the RFP. The proposal was submitted by the Burlington Downtown Corporation (BDC). A selection committee has reviewed the submittal and recommends that City Council approve a contract with the BDC that reflects the cost proposal based on the previous funding level for the MSD.

Requested Actions:

- Hold Public Hearing
- Approve Contract with BDC and authorize the City Manager to sign the contract

Please advise if any additional information is desired regarding this matter.

Att.

cc: David Huffman, City Attorney
Nolan Kirkman, Director of Development & Technical Services
Peggy Reece, Director of Finance & Risk Management
Amy Nelson, Planning & Economic Development Director
Lisa Wolff, Parks and Recreation Programming Superintendent
Hal Hayes, Purchasing Manager
Anne Morris, Burlington Downtown Corporation Executive Director



CITY OF BURLINGTON NORTH CAROLINA SERVICE CONTRACT FOR MUNICIPAL SERVICE DISTRICT SERVICES

This contract is made, and entered into this the **1st day of July ,2016** by and between the **City of Burlington**, a political subdivision of the State of North Carolina, (hereinafter referred to as "City"), and, **Burlington Downtown Corporation** a corporation duly authorized to do business in the State of North Carolina, (hereinafter referred to as "Contractor").

For and in consideration of mutual promises each as herein after set forth, the parties hereto do mutually agree as follows:

1. **SCOPE OF SERVICES.** Contractor hereby agrees to provide the services and/or materials under this contract pursuant to the provisions and specifications identified in "exhibit A" (hereinafter collectively referred to as "services"). Exhibit A is hereby incorporated herein and made a part of this contract.
2. **TIME IS OF THE ESSENCE.** Time is of the essence with respect to all provisions of this contract that specify a time for performance.
3. **TERM OF CONTRACT.** The term of this contract for services is from **July 1, 2016** to **June 30, 2017** unless sooner terminated as provided herein. This contract may be renewed for one additional year upon mutual consent of both parties.
4. **PAYMENT TO CONTRACTOR.** City agrees to pay Contractor at the rate specified for services performed to the satisfaction of the City, in accordance with this contract, and exhibit A. A purchase order number may be assigned to encumber the funds associated with this contract and must appear on all invoices and correspondence mailed to purchaser. Payment will be processed promptly upon receipt and approval of the invoice by City. **The City has selected Cost Proposal A that was submitted by the Contractor.**
5. **INDEPENDENT CONTRACTOR.** City and Contractor agree that Contractor is an independent Contractor and shall not represent itself as an agent or employee of City for any purpose in the performance of Contractor's duties under this contract. Accordingly, Contractor shall be responsible for payment of all federal, state and local taxes as well as business license fees arising out of Contractor's activities in accordance with this contract. For purposes of this contract, taxes shall include, but not be limited to, federal and state income, Social Security and

unemployment insurance taxes. Contractor, as an independent Contractor, shall perform the services required hereunder in a professional manner and in accordance with the standards of applicable professional organizations and licensing agencies.

6. **INSURANCE AND INDEMNITY.** Contractor shall indemnify and hold harmless the City and its officials, agents, and employees from and against all claims, damages, losses, and expenses, direct, indirect, or consequential (including but not limited to fees and charges of engineers or architects, attorneys, and other professionals and costs related to court action or arbitration) arising out of or resulting from Contractor's performance of this contract or the actions of the Contractor or its officials, employees, or contractors under this contract or under contracts entered into by the Contractor in connection with this contract. This indemnification shall survive the termination of this contract. In addition, Contractor shall comply with the North Carolina Worker's Compensation Act and shall provide for the payment of workers compensation to its employees in the manner and to the extent required by such Act. Additionally, Contractor shall maintain, at its expense, the following minimum insurance coverage:

<u>Insurance Type</u>	<u>Each Occurrence</u>	<u>Aggregate</u>
<u>General Liability</u>		
Bodily Injury & Property Damage Combined Single Limit	\$1,000,000	\$2,000,000
<u>Worker's Compensation and Employer's Liability</u>		
Bodily Injury & Property Damage Combined Single Limit	\$100,000	\$500,000
<u>Excess Liability</u>	\$1,000,000	\$1,000,000

The City of Burlington must be named as an additional named insured on the Contractor's insurance policy.

The following statement must be on the certificate of insurance: a blanket waiver of subrogation shall apply in favor of the City of Burlington and all additional insured's as required by contract.

Contractor, upon execution of this contract, shall furnish to the City a certificate of insurance reflecting the minimum limit stated above. The certificate shall provide for 30 days advance written notice in the event of a decrease, termination or cancellation of coverage. Providing and maintaining

adequate insurance coverage is a material obligation of the Contractor. All such insurance shall meet all laws of the State of North Carolina. Such insurance coverage shall be obtained from companies that are authorized to provide such coverage and that are authorized by the Commissioner of Insurance to do business in North Carolina. The Contractor shall at all times comply with the terms of such insurance policies, and all requirements of the insurer under any such insurance policies, except as they may conflict with existing North Carolina laws or this contract. The limits of coverage under each insurance policy maintained by the Contractor shall not be interpreted as limiting the Contractor's liability and obligations under the contract.

7. **HEALTH AND SAFETY.** Contractor shall be responsible for initiating, maintaining and supervising all safety precautions and programs required by OSHA and all other regulatory agencies while providing services under this contract.
8. **NONDISCRIMINATION IN EMPLOYMENT.** Pursuant to Federal and State law, contractor shall not discriminate against any employee or applicant for employment because of age, sex, race, creed, national origin, or disability. Contractor shall take affirmative action to ensure that qualified applicants are employed and that employees are treated fairly and legally during employment with regard to their age, sex, race, creed, national origin, or disability. In the event Contractor is determined by the final order of an appropriate agency or court to be in violation of any nondiscrimination provision of federal, state or local law of this provision, this contract may be canceled, terminated or suspended in whole or in part by City, and Contractor may be declared ineligible for further City contracts.
9. **GOVERNING LAW.** This contract shall be governed by and in accordance with the laws of the State of North Carolina. All actions relating in any way to this contract shall be brought in the General Court of Justice of Alamance County, North Carolina.
10. **TERMINATION OF CONTRACT.** This contract may be terminated, without cause, by either party upon **60** days written notice to the other party. This termination notice period shall begin upon receipt of the notice of termination. Such termination does not bar either party from pursuing a claim for damages for breach of the contract. This contract may be terminated, for cause, by the non-breaching party notifying the breaching party of a substantial failure to perform in accordance with the provisions of this contract and if the failure is not corrected within 10 days of the receipt of the notification. Upon such termination, the parties shall be entitled to such additional rights and remedies as may be allowed by relevant law. Termination of this contract, either with or without cause, shall not form the basis of any claim for loss of anticipated profits by either party.

11. **SUCCESSORS AND ASSIGNS.** Contractor shall not assign its interest in this contract without the written consent of City. Contractor has no authority to enter into contract on behalf of City.
12. **COMPLIANCE WITH LAWS.** Contractor represents that it is in compliance with all Federal, State, and local laws, regulations or orders, as amended or supplemented. The implementation of this contract shall be carried out in strict compliance with all Federal, State, or local laws.
13. **NOTICES.** All notices which may be required by this contract or any rule of law shall be effective when received by certified mail sent to the following addresses:

City of Burlington

ATTN: City Manager
Department: Manager's Office
PO Box 1358
Burlington, NC 27216

Contractor

ATTN: Executive Director
Department: Burlington Downtown Corporation
S. Spring Street, Suite 201
Burlington, NC 27216-0761

14. **AUDIT RIGHTS.** For all services being provided hereunder, City shall have the right to inspect, examine, and make copies of any and all books, accounts, invoices, records and other writings relating to the performance of the services. Audit shall take place at times and locations mutually agreed upon by both parties. Notwithstanding the foregoing, Contractor must make materials to be audited available within one week of the request for them.
15. **SUBCONTRACTORS.** Contractor must provide an annual report listing the name, location, purpose and amount paid to any person or agency with whom they contract.
16. **CITY NOT RESPONSIBLE FOR EXPENSES.** City shall not be liable to Contractor for any expenses paid or incurred by Contractor, unless otherwise agreed in writing.
17. **ANNUAL APPROPRIATIONS AND FUNDING.** This agreement is subject to the annual appropriation of funds by the Burlington City Council. Notwithstanding any provision herein to the contrary, in the event that funds are not appropriated for this agreement, then City shall be entitled to immediately terminate this agreement, without penalty or liability, except the payment of all contract fees due under this agreement up to and through the last day of service.

18. **EQUIPMENT.** Contractor shall supply, at its sole expense, all equipment, tools, materials, and/or supplies required to provide services hereunder, unless otherwise agreed in writing.
19. **ENTIRE CONTRACT.** This contract, including exhibit A, shall constitute the entire understanding between City and Contractor and shall supersede all prior understandings and agreements relating to the subject matter here of and may be amended only by written mutual agreement of the parties.
20. **HEADINGS.** The subject headings of sections are included for purposes of convenience only and shall not affect the construction or interpretation of any of its provisions. This contract shall be deemed to have been drafted by both parties and no interpretation shall be made to the contrary.
21. **CORPORATE AUTHORITY.** By execution hereof, the person signing for Contractor below certifies that he/she has read this contract and that he/she is duly authorized to execute this contract on behalf of the Contractor.

In testimony whereof, the parties have expressed their agreement to these terms by causing this service contract to be executed by their duly authorized office or agents

CONTRACTOR

BY: _____ DATE: _____

PRINTED NAME:

TITLE:

CITY

BY: _____ DATE: _____

PRINTED NAME: HARDIN WATKINS

TITLE: CITY MANAGER

**THIS INSTRUMENT HAS BEEN PREAUDITED IN THE MANNER REQUIRED BY THE LOCAL GOVERNMENT
BUDGET CONTROL ACT**

BY: _____ DATE: _____

PRINTED NAME: PEGGY REECE

TITLE: FINANCE OFFICER



Mr. Hall Hayes
Purchasing Manager, City of Burlington

Dear Mr. Hayes,

It is with great pleasure that I present the following response to the Request for Proposal, "City of Burlington – Downtown Municipal Service District Services" on behalf of the Burlington Downtown Corporation (BDC). The BDC was established in 1988 with the formation of the Municipal Service District and Burlington's entry into the N.C. Main Street Program. For the past seven years, under the leadership of the Board of Directors and Executive Director Anne Morris, the downtown has grown and improved in many ways. These changes have been made through partnerships with the City of Burlington and many other community supporters and partners.

As positive change occurs, constituents expect more and greater service. In fact, the sheer increase in numbers of businesses and people using downtown means more services are needed. As you can see, this is true not only in terms of creating modern spaces and places to live, work and play, but also in terms of how the community engages and communicates with one another. We are helping bring downtown into the 21st century by creating a vibrant digital life for downtown with over 3,300 Facebook followers and Constant Contact e-newsletter subscribers. Due in part to the BDC's efforts to help cultivate more community involvement, downtown draws not just hundreds, but often thousands of visitors to events.

Our progress and growth has occurred during one of the worst economic downturns in U.S. history. This effort has persevered due to the inspirational leadership and sheer will of entrepreneurs who believe downtown should be at the heart of our community's success. Therefore, the BDC has helped to bring about significant improvements to the physical condition of the historic and existing buildings over the past several years by designing and implementing an award-winning comprehensive grant program. These grants have touched thirty properties and achieved a return on investment (ROI) of over \$14 of private investment for every \$1 of public investment. This has helped usher in a host of new businesses, in fact downtown Burlington has seen a net increase of 44 businesses since 2009.

Our organization has grown in very modest ways to meet these expectations. Unfortunately, due to circumstances outside the control of the City or the BDC, MSD revenues have declined. As a result of careful fiscal management in earlier years, the BDC developed a small surplus that has been used to fill these gaps. Also, the BDC ventured into private fundraising for the first time in its history over the past few years. These funds have been earmarked for special projects to extend the reach of the BDC, such as the purchase of fine art sculptures throughout downtown and for special economic development studies that helped lay the groundwork for the long-term strategic recommendations now in place. With the launch of the new "Get In the Mix" brand and the six long-term economic development strategies outlined below, downtown is experiencing a new wave of interest and enthusiasm.



These include:

- The District: The creation of an arts, entertainment and dining district
- The Lofts: Building a robust residential population, with 150 new units in five years
- The Plaza: Advocating for the creation of a new events center and plaza
- The Neighborhood: Stimulating significant new construction on city-owned parking lots and facilitating the redevelopment of underutilized properties in and around downtown
- The Innovation Village: Transforming downtown into an “innovation village” that will attract and incubate the business and industry of tomorrow and,
- The Connected City: Facilitating the expansion of downtown’s revitalization success into surrounding areas

A number of opportunities are currently being pursued by the BDC and will need broad buy-in and support from the City of Burlington to come to fruition. These include:

- Opportunities for new development in the district that including a high-percentage of housing units
- Interest from experienced restaurateurs in moving to downtown
- Discussions with providers of high-speed internet to bring their services to downtown
- Community engagement around the creation of an entrepreneurship hub
- Interest in bringing an event center/professional meeting space to downtown
- Engagement with a variety of developers and property owners in the redevelopment of commercial and mill buildings that have long been vacant and/or underutilized

This is an exciting time in the life of downtown Burlington. The BDC Board of Directors is fully behind and engaged in the work described. We understand the challenges that come with allocating scarce public dollars and are very diligent as we strive to allocate these funds wisely and in the best interest of downtown. The good news is that the dollars invested in downtown have been just that, an investment that is now paying dividends. We feel that with the appropriate level of funding, great things can and will happen for downtown Burlington over the next few years. We appreciate your past support and look forward to us all working together as we shape the future of downtown.

This proposal will remain valid for a period of 90 days from the date of submittal. The contact for this proposal during the evaluation period is Ms. Anne Morris, Executive Director, P.O. Box 761, Burlington, N.C., 27216, anne@burlingtondowntown.com, 336-222-5002 x 102.

Most Sincerely,

Jan Davis
BDC Board President

EXECUTIVE SUMMARY

The Burlington Downtown Corporation, a 501 (c) 3, non-profit organization located in downtown Burlington, N.C., proposes to service the MSD through the use of the Main Street Four Point Approach championed by Main Street America.

The BDC has been working in downtown Burlington since 1988 and brings the right mix of experience, staffing and local support to continue to effect positive change. The effort will be led by Anne Morris, Executive Director and her staff which includes Virginia Lewis, Communications Manager, and Hugh Sandoe, Administrative Assistant/Intern who will begin work with the BDC in May 2016. Staff is supported by an active and engaged 19-member board of directors, led by President Jan Davis. The organization uses a committee or team model that includes four standing teams and a few special-purpose ad hoc teams. Standing teams include: the Executive Team, consisting of the Board President, Vice-President, Treasurer and Secretary; the Design and Beautification Team, the Business Development Team, and the Marketing and Promotions team. Sub-committees, or ad-hoc teams include the Branding Team, and the Small Grant Review Team. In previous years the BDC had a Green and Clean Team that met periodically to discuss management issues in downtown such as trash collection, lighting, safety and parking. We propose to bring this team back into active use as downtown is growing and attention to these issues will be important.

The scope of services provided in the next section will provide the framework for an annual work plan that describes the specific projects each committee expects to accomplish as well as the overall goals and objectives the organization expects to address in the coming year. This work plan will be developed with input from staff, board and committee members and approved by the Board of Directors as a whole at their August 2016 meeting. This work plan will be the basis for reporting and will be delivered on an annual basis to the City of Burlington in the form of a written report and presentation to City Council as well as the various reporting forms utilized by the N.C. Main Street Program.

With the launch of the new downtown brand “Get In the Mix” and the six “Big Ideas” and accompanying recommendations in February of 2016, renewed enthusiasm and most importantly, an expanded group of supporters has emerged. The scope of services presented will be accomplished through the collaborative work of BDC staff, volunteer committees and partnerships with other organizations.

Implementation of the new brand is an important focus of the scope of services. Deliverables related to this include:

- Boulevard banners throughout downtown
- Updated visitor materials such as shopping guides and maps
- Updated investor materials
- A redesigned website that is more visitor-oriented

- Pedestrian wayfinding signage
- A strategic plan that incorporates the vision and ideas developed through the branding process

A number of efforts are on-going and included in the economic development portion of the scope of services. They include:

- Support for existing businesses to help them grow and achieve sustainability
- A targeted business recruitment effort
- A plan to create a “restaurant row” that would include specific incentives
- Efforts aimed at encouraging entrepreneurialism in the downtown
- Advocacy efforts for attracting high-speed internet service to downtown
- Encouraging and facilitating the development of residential units
- Management of the existing Small Grants Program, while evaluating the program and suggesting changes that will help better meet current needs and opportunities

These are just some of the projects included in the scope of services. We are ready to begin work immediately and to begin seeing results quickly.

PROJECT UNDERSTANDING, APPROACH AND SCHEDULE

The Burlington Downtown Corporation, a 501 (c) 3, non-profit organization, was established in 1988 as the primary point organization to direct and coordinate the revitalization efforts of the historic downtown district of Burlington, North Carolina. The BDC has decades of history with this specific geography and a proven track record of success over the last seven years.

The mission of the Burlington Downtown Corporation is stated as, “To create an environment for development that enhances Downtown Burlington as the cultural, historic, social and economic center of the community.” The staff, Board of Directors, committee and project teams work collaboratively to solve problems and address strategic priorities in the Municipal Service District. A member of the NC Main Street program since 1988, the Burlington Downtown Corporation follows the best practices set out by the National Main Street Center and Main Street America and as a result has achieved National Accreditation by that body every year since 2010. The Burlington Downtown Corporation follows the Main Street Four Point Approach. This means that the organization has identified long-term economic development (transformation) strategies for the success of downtown and uses the four main areas of activity (or Points) to implement those strategies. These are described by the National Main Street Center as: Design, Promotion, Organization and Economic Vitality. The graphic below visually represents how these fit together.

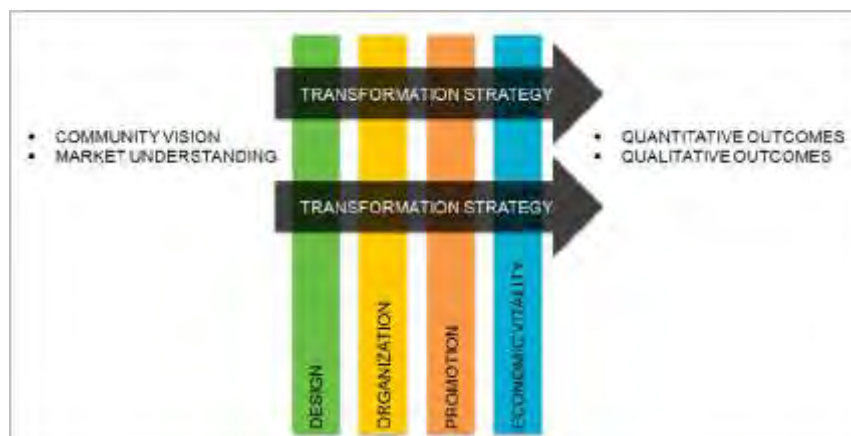


Image Source: <http://www.preservationnation.org/main-street/about-main-street/main-street-america/the-main-street-approach.html#.Vx46BFYrJD8>

The Burlington Downtown Corporation is well-positioned to implement this approach. We have facilitated the development of a long-range community vision, developed a research-driven market understanding, and put in place teams to address the four main points listed above.

- Design and Beautification Committee
- Executive Team (addresses Organization)
- Marketing and Promotions
- Business Development Committee (addresses Economic Vitality)

Furthermore we have identified the six key transformational strategies listed at the top of page 3 that cut across these areas and will move downtown Burlington forward over the next 20 years.

VISION FOR DOWNTOWN BURLINGTON

Through the BDC's recent Brand Action Planning process, a vision and market understanding have been developed, presented to and embraced by the downtown community and the community at large. The expected timeline for the vision and plan is twenty years. However, through a focus on strategic priorities many aspects of this vision statement can and will be accomplished much sooner. The vision is as follows:

Downtown Burlington is N.C.'s central gathering place for artisans, innovators and tastemakers.

We are re-crafting daily life, work & fun based on the best of what's local. Creative minds gravitate here to our venues, workshops, boutiques and galleries to nurture innovation and artistry. Here you'll find a community of doers—businesses, residents and visitors — drawn by the connected, laid-back and friendly lifestyle downtown Burlington offers.

A quirky blend of down-home welcome and determined entrepreneurship, downtown Burlington's industrial history shines through, providing a rich context for enterprise and innovation.

Entrepreneurs in the world of music, the culinary arts, design, and technology are drawn to downtown Burlington's early 20th Century architecture, comfortable streetscapes, charming shops, and our connected greenspaces designed for discovery, play and inspiration. Here you'll find eclectic eateries, performances around every corner, and craftsmanship in every shop. The intimate scale of our historic downtown feels smaller than it is and allows you to be part of the action or just enjoy the show. Downtown Burlington is known for its large collection of performance venues and many special events. With its many alfresco dining opportunities, downtown Burlington is the natural hang-out spot for residents and visitors. We invite you to get in the mix!

MARKET UNDERSTANDING

The above vision was developed based on a thorough market understanding, developed through extensive community input, analysis of the existing business mix, and examination of market research. At the outset of the Brand Planning process, in 2013, the BDC convened a large scale community presentation by Roger Brooks attended by approximately 100 community members on the topic of "20 Ingredients of Successful Downtowns." Participants were surveyed following the talk and from that feedback the consensus support for the development of a brand emerged. This was followed by two community workshops in March and May of 2013, attended by over 50 community members each and two on-line surveys, one conducted by the Brand Development Team and one by a market research class of the Elon University Love School of Business. Summaries of community input and business opportunities are included on page 5.

This research yielded the following conclusions.

What could/should be done to get people to spend more time/money in downtown?	What should Burlington be known for?
<ul style="list-style-type: none"> • Need a major attraction/draw • Need an entertainment district (<i>e.g., restaurants, music, nightlife, better shows at Paramount</i>) • More festivals • More events/activities for kids • Recruit residential • Invest, Invest, Invest 	<ul style="list-style-type: none"> • Theater/Live Performances (Entertainment...laid back, “good drink with friends”) • Food (unique, local, trendy, funky) • Hand-crafted/artisan products and experiences (breweries, wine bar, coffee shop, cocktails, bakery, etc.) • Recreational opportunities (plaza, splash park, pocket parks, arcade, bowling, movie theater) • Local (Authentic, cooperative, inclusive, multi-cultural, diverse, community-directed)

Additionally, market data reveals the following leakages, or business opportunities:

Leakage Analysis—Business Opportunities			
	Local (5 min)	Primary (20 min)	Secondary (60 min)
Food and Beverage Stores	\$8.6 m	\$96 m	\$546 m
Grocery Stores	\$7.7 m	\$90 m	\$537 m
Specialty Foods	\$210,430	\$1.5 m	\$10 m
Beer/Wine/Liquor	\$4.4 m		
Limited Service Eating Places	\$1.4 m	\$10 m	
Drinking Places (Bar/Lounge)	\$156,000	\$3.26 m	\$72.9 m
Food and Beverage Stores	\$8.6 m	\$96 m	\$546 m
Grocery Stores	\$7.7 m	\$90 m	\$537 m
Specialty Foods	\$210,000	\$1.5 m	\$10 m
Beer/Wine/Liquor	\$683,000	\$4.4 m	
Book/Periodicals/Music	\$475,000	\$3 m	\$32 m
Electronic and Appliance Stores	\$2 m	\$27.7 m	
Department Stores	\$7.25 m	\$19.4 m	
Health & Personal Care	\$267,000	\$7.7 m	
Home Furnishings	\$744,000	\$3.9 m	\$10 m
Office Supply/Stationery		\$816,000	

TRANSFORMATION STRATEGIES

The following strategies were identified through the branding process and presented as “Big Ideas” during the February 2016 brand launch:

- The District: The creation of an arts, entertainment and dining district
- The Lofts: Building a robust residential population, with 150 new units in five years
- The Plaza: Advocating for the creation of a new events center and plaza
- The Neighborhood: Stimulating significant new construction on city-owned parking lots and facilitating the redevelopment of significant underutilized properties in and around downtown
- The Innovation Village: Transforming downtown into an “innovation village” that will attract and incubate the business and industry of tomorrow and,
- The Connected City: Facilitating the expansion of downtown’s revitalization success into surrounding areas

Along with these strategies, the brand development team and board of directors identified a number of recommendations and potential projects to help carry out those recommendations. Many of these are reflected in the scope of services to follow.

SCOPE OF SERVICES:

1. Conflict Resolution and Consensus Building for All MSD Residents, Tenants and Property Owners

The BDC is the best choice to manage conflict resolution and build consensus among downtown stakeholders because we have been the primary facilitator in this area since 1988. In recent years, much public input has been gathered and community consensus achieved through large community meetings and smaller workshops as well as one on one communication with business and property owners. The results of this work were presented to the community on February 9, 2016 during the Brand Launch celebration held at the Paramount Theater. Approximately 350 people attended the celebration. To date, all feedback regarding the brand direction and the plans for the future have been positive. Merchants are already adopting the new brand mark for use in retail promotions such as “Ladies Night.” Merchants are wearing their new t-shirts and beginning to incorporate the mark into their own identities.

Action	Methodology	Responsibility	Anticipated Implementation
a. Work closely with MSD property owners, residents and tenants to solve problems	<ul style="list-style-type: none"> • Business Visits (target of five per week) 	Exec. Director & Staff; Board Members	Immediately & On-going
b. Serve as a convener and facilitator of complex and challenging issues in the district	<ul style="list-style-type: none"> • Developed from business visits, one-on-one conversation and surveys • Individual conference with city staff 	Exec. Director & Executive Board Exec. Director & Exec. Board; Committees as needed	As issues arise and on-going On-going
c. Provide liaison with city staff as required	<ul style="list-style-type: none"> • Business visits and quarterly meetings convened by BDC; annual survey of programmatic and service needs 	Exec. Director & Staff; Board Members	Immediately & ongoing; quarterly meetings held in July, Oct., Dec., March
d. Provide mechanism for on-going public feedback regarding services provided in MSD			An annual survey will be completed in December of each year

2. Economic Development

The Burlington Downtown Corporation has been actively engaged in economic development in the downtown Municipal Service District since 1988. In the past seven years, the district has added 44 net new businesses (this accounts for lost businesses). In the past fiscal year, the MSD has added nine new businesses and lost only two. Additionally, negotiations are on-going for six new tenants. Through the Small Grants Program, the BDC has made 32 grants benefiting 35 businesses and renovating 31 individual properties. With 99 properties in the district, this means the grant program has touched over 30% of the district's building stock in the six years the grant program has been active. The program has stimulated \$7.24 million in private investment and achieved an ROI of \$14.36 (for every \$1 of public investment, \$14.36 has been invested in the MSD). Rents are on the rise for newly renovated spaces; the average rent in 2014-15 was calculated at \$6/square foot, annualized. The new spaces are renting on average for \$12/square foot. Overall, of 99 properties, 37 are owner-occupied. Fourteen buildings or storefronts are functionally vacant and 85 are occupied with active business interests. Thus the occupancy rate for the district is 86%. Five of these vacancies are due to LabCorp's shifting of employees. Of the remaining nine spaces, three (3) are in the development pipeline with tenants/new businesses identified. Three more are actively seeking tenants, and three (3) are marginally occupied, but not with an active business use. As a comparison over time, in 2009 the functional vacancy rate was 29% compared to 14%. This number accounts for a great deal of restructuring as non-sustainable businesses have been replaced by active growing businesses.

The BDC's Executive Director's primary responsibilities are focused on economic development. The corporation's committee structure supports the director's activities. The Business Development committee takes on the largest role in the 'economic vitality' arena of work, as described in the Main Street Four Point Approach (see above).

In this arena, the Burlington Downtown Corporation has identified the following as key priorities/projects:

- The addition of 150 new residential units in and surrounding the MSD in five years.
- The development/recruitment of a co-working space/entrepreneurial center.
- Advocating for the expansion of high speed internet access throughout the MSD.
- Fostering the development of an 'entrepreneurship ecosystem' through partnerships with Elon University, Alamance Community College, HQ Greensboro, and area entrepreneurs.
- The development and recruitment of new restaurants and/or food businesses (5-7 in the next five years).

Action	Methodology	Responsibility	Anticipated Implementation
a. Support existing businesses	<ul style="list-style-type: none"> One on one communication and emailed surveys to: <p>Ascertain needs and opportunities; Connect them with established resources in the community; and Identify opportunities to create training experiences relevant to needs</p>	<p>Exec. Director & Staff; Business Development committee</p> <p>Partners: ACC Small Business Center, Elon University, Cooperative Co-working Space</p>	Immediately & On-going
b. Recruit new businesses	<ul style="list-style-type: none"> Identify existing business mix Determine desired business mix Identify market opportunities Identify available and potentially available business locations through conversation with property owners Market desired business types Identify existing businesses that might relocate or open a second location; cultivate start-ups with high potential through help of partners <p>Market grants/incentives to entice promising targets</p>	Executive Director & Business Development committee	Immediately & On-going
c. Support new development opportunities	<ul style="list-style-type: none"> Meet one-on-one with development prospects Maintain contact list of interested developers/investors Include prospects in email newsletters/updates Suggest ways to meet development needs, utilizing existing grant resources and suggesting potential incentives that could be developed to meet needs. 	Executive Director, board members, partners	Immediately & on-going
d. Develop new strategies to increase business activity	<ul style="list-style-type: none"> Offer group and one-on-one support to business to improve their on-line visibility Facilitate execution of strategies presented at the Jon Schallert 	<p>Executive Director & staff, Business Development Team</p> <p>Executive Director & Staff</p>	<p>Immediately & on-going</p> <p>Summer-Fall 2016</p>

	<p>workshop (Fall 2015) and selected by merchants for implementation</p> <ul style="list-style-type: none"> • Initiate area hotel referral program and listings in hotel guides • Update shopping & dining guide, coordinate printing and cost sharing • Develop itinerary rack cards and coordinate printing and cost sharing 	<p>Executive Director & staff, Business Development Team</p> <p>Communications Manager, Downtown merchants, Branding/Marketing Committee</p> <p>Communications Manager, Downtown merchants, Branding/Marketing Committee</p>	<p>Immediately & on-going</p> <p>Summer 2016</p> <p>Summer 2016</p>
e. Manage Downtown Small Grants Program	<ul style="list-style-type: none"> • Suggest changes and updates to existing grants and propose new incentives to meet current district needs • Continue to manage program with an eye towards maximizing ROI • Market the grant program to the existing business community, potential investors and businesses, and the community at large through email marketing, one-one-one communications; targeted mailings, and public relations strategies 	<p>Executive Director, Business Development Committee; Board of Directors</p> <p>Executive Director, Business Development Committee; Board of Directors</p> <p>Executive Director, Business Development Committee; Board of Directors</p>	<p>July 2016</p> <p>July 2016</p> <p>July 2016 and on-going</p>
Action	Methodology	Responsibility	Anticipated Implementation

f. Collaborate with the city's economic development program	<ul style="list-style-type: none"> • The Burlington Downtown Corporation will maintain collegial and positive relationships with staff in the City of Burlington Planning and Economic Development Department • BDC staff will initiate and respond to meeting requests regarding appropriate project proposals and action items regarding downtown development. Examples include: <ul style="list-style-type: none"> - Development of the unified development ordinance - Grant applications - Historic preservation initiatives - Change of use applications - Incentive proposals - Implementation of strategic and small area plans in the downtown area 	Executive Director and staff	Immediately and on-going
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3. Event Management and Support

The BDC plays a facilitative and supportive role in event management. We are fortunate to have an excellent team within the Recreation and Parks Department that implements major community events year round in the downtown area. Additionally, the BDC encourages and supports outside groups and downtown business owners to hold events and promotions downtown. The BDC's event production role is therefore mainly aimed at celebratory events that feature downtown's economic development successes or opening of new businesses, networking events for constituents, and fundraising efforts. One example is the Brand Launch Party held in February 2016 to communicate the new brand and inform the community about related economic development plans and opening of businesses.

a. Provide city-organized events with support services and/or funding in collaboration with Recreation and Parks, other city departments, downtown merchants and event organizers	<ul style="list-style-type: none"> • BDC staff, committees and board members will support city-organized and merchant-driven downtown events by: <ul style="list-style-type: none"> - Initiating and attending planning meetings - Actively participating in planning and marketing activities - Supporting events through our active social media channels, through the creation of event 	Communication Manager, Executive Director and Marketing Committee	Immediately and on-going
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	<p>pages, targeted posts and other marketing posts</p> <ul style="list-style-type: none"> - Facilitate communication between event organizers and downtown merchants - Provide staff support at events as needed - Providing marketing support through pre-arranged budgeting of marketing dollars, dependent on funding 		
b. Initiate, support and encourage the production of non-city organized events	<ul style="list-style-type: none"> • The BDC staff will meet with prospective event coordinators and provide orientation to event production in downtown, will connect them with resources including key city staff in charge of the event approval process and downtown stakeholders. • In public relations activities, the BDC will promote downtown as an event location 	Communication Manager and other BDC staff as needed	Immediately and on-going
c. Foster community collaboration to improve the utilization of downtown for cultural programs and events	<ul style="list-style-type: none"> • BDC staff will actively seek to make connections between potential event/cultural program partners. Examples of potential partners include: Alamance Arts, Elon University through the Downtown Center for Community Engagement, Alamance Citizens for Education, Christmas Cheer and United Way. • BDC Staff and Board of Directors will actively seek to draw on existing relationships and to grow partner relationships through events and cultural programs, with an eye toward increasing utilization of downtown and growing the brand. 	<p>BDC Staff</p> <p>BDC Staff and Board of Directors</p>	<p>Immediately and on-going</p> <p>Immediately and on-going</p>

4. Marketing and Communications

Marketing the district and its events and businesses is a key function of the Burlington Downtown Corporation. Traditional media are typically very expensive and thus the bulk of these efforts are accomplished through staff support, public relations efforts, and extensive use of social media channels. The primary role of the Communications Manager is focused on building and maintaining effective communication within the organization and its many volunteers and partners, within the downtown business and living community and with the community and world at large. A key activity in this area has been the development of the new brand for downtown, “Get In the Mix,” which provides a new look and feel and also helps communicate who Downtown Burlington is now. Implementation of this new brand will be a critical activity of the Burlington Downtown Corporation in this next fiscal year.

Action	Methodology	Responsibility	Anticipated Implementation
a. Market downtown as a destination for living, working, shopping, and entertainment	<ul style="list-style-type: none"> The BDC will implement a robust marketing and public relations program within provided budget constraints, with the goal of maximizing limited marketing dollars. Approved projects and channels include: 	Executive Director, Communications Manager and Marketing/Branding Committee	Immediately and on-going
	<ul style="list-style-type: none"> - Redesign website: burlingtondowntown.com to reflect the new “GET IN” brand and to better orient toward visitors, event participants and shoppers 	Above, plus Bouvier-Kelly as consultant	Implementation anticipated by July 2016
	<ul style="list-style-type: none"> - Initiate an outdoor billboard program to familiarize the community and travelling public along I-85/I-40 with downtown Burlington and the new “GET IN” brand. 	Executive Director, Communications Manager and marketing/Branding Committee	Initiate by July 2016. Length of run depends on funding.
	<ul style="list-style-type: none"> - Seek to place articles in regional and state wide publications telling downtown Burlington’s story, highlighting shopping, event and entertainment opportunities, economic development opportunities and living opportunities (Example: upcoming Town Square feature 	Executive Director, Communications Manager and Marketing/Branding Committee	Immediately and on-going

<p>Market downtown as a destination for living, working, shopping, and entertainment (continued from previous page)</p>	<p>in Business NC Magazine)</p> <ul style="list-style-type: none"> - Complete the pedestrian way-finding design and coordinate the installation - Issue press releases in collaboration with the City and other event organizers for events, business openings, project initiation and completion - Maintain active social media channels, including Facebook, Twitter and Instagram promoting downtown events and projects - Deliver regular mass email blasts via Constant Contact or other similar vendor to growing list of over 3300 subscribers - Also see 2D for info on shopping and dining guides/itinerary rack cards - Seek to develop partnerships with the Alamance Convention and Visitor's Bureau and representatives from other Alamance communities to market the region using tourism and grant dollars 	<p>Executive Director and Way-finding Project Team; Bizzel Designs, consultant; city staff partners</p> <p>Communications Manager and Executive Director</p> <p>Communications Manager</p> <p>Communications Manager</p> <p>Executive Director</p>	<p>Winter 2016-17</p> <p>Immediately and on-going</p> <p>Immediately and on-going</p> <p>Immediately and on-going</p> <p>Immediately and on-going</p>
<p>b. Market and promote business events, and cultural programs downtown</p>	<ul style="list-style-type: none"> • The Burlington Downtown Corporation will utilize the above media and public relations channels mentioned in 4a above to also market and promote business events and cultural programs. Additionally the BDC will: <ul style="list-style-type: none"> - Collaborate with business and education partners to promote downtown as an event location - Encourage and facilitate where possible the development of 	<p>Executive Director, Communications Manager and Business Development Committee</p>	<p>Immediately and on-going</p>

	<p>event and meeting space to be added to downtown</p> <ul style="list-style-type: none"> - Coordinate with venue managers at the Paramount Theater and other event venues to positively promote events and cultural programs 		
Action	Methodology	Responsibility	Anticipated Implementation
c. Advocate on behalf of MSD stakeholders	<ul style="list-style-type: none"> • The BDC will seek input from MSD stakeholders through a variety of means including email, in-person and phone correspondence; written survey and group meetings on public spending and policy matters that impact the district. • The BDC will fairly represent concerns of MSD stakeholders in discussions with city staff, elected officials and development proponents. • The BDC will seek to mediate disputes between building owners and tenants where possible by providing information and context regarding landlord's and tenants' rights and responsibilities. 	Executive Director and Board of Directors	As situations arise
d. Educate citizens and city leaders on downtown issues, needs and priorities	<ul style="list-style-type: none"> • The BDC will use a variety of means to educate citizens and city leaders on downtown issues including: <ul style="list-style-type: none"> - One-on-one conversation - Newspaper and television interviews - Emailed issue briefs - Invitations to speak at community group meetings - Downtown tours for community, business and education groups 	Executive Director	As opportunities arise
e. Communicate with all downtown stakeholders	<ul style="list-style-type: none"> • The BDC will utilize a variety of information channels to communicate with all downtown stakeholders, including the above 	Executive Director, BDC staff and Board of Directors	Immediately and as indicated

	<p>in 4d for the citizens at large as well as the following:</p> <ul style="list-style-type: none"> - Quarterly mailed information packets to downtown property and business owners - Quarterly information/networking meeting for merchants and business owners - Weekly email blasts for upcoming events - Regular email correspondence regarding street closures and other city work happening downtown - Regular business visits as discussed under 1a. 		
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5. Planning and Development

The Burlington Downtown Corporation takes the lead role in planning for the future of downtown and for development of the district. In years past, the BDC has played key roles in both funding and executing downtown planning efforts. These include the Downtown Master Plan (2008), The Downtown Streetscape Plan (2011), and the new Downtown Brand (2016). The Executive Director and a number of members of the BDC Board of Directors sat on the steering committee for the City of Burlington's recently adopted Destination Burlington Comprehensive Plan. Efforts were made by BDC representatives to ensure that salient issues, concerns and opportunities regarding the downtown district were included in the plan. As implementation of the Destination Burlington plan moves forward, these same actors will continue to be engaged with city representatives to ensure that the plan is implemented. The Downtown Branding effort was on-going during this process which provided the opportunity to coordinate the two efforts, making sure they are mutually supportive. Thus implementation of the Downtown Branding recommendations will also reinforce and support the tenets and recommendations of the Destination Burlington plan.

Action	Methodology	Responsibility	Anticipated Implementation
a. Support strategic goals and strategies identified in the City's Comprehensive Plan	The BDC will consult with and share the Destination Burlington plan with board members and committees in the development of strategic work	Executive Director and Board of Directors	Immediately and on-going

and the Downtown Master Plan	plans and projects to ensure that relevant items are addressed The BDC will annually review the 2008 Master Plan to ensure consistency with current work plans. The Board of Directors will give consideration to up-dating the plan with newly developed strategies and actions.	Executive Director and Board of Directors	Annually – August 2016
Action	Methodology	Responsibility	Anticipated Implementation
b. Support the planning and implementation of capital projects	The BDC will communicate with city staff and elected leaders as appropriate regarding the implementation of capital projects and their impact on downtown's vitality and success	Executive Director and Board of Directors	Immediately and on-going
c. Maintain the city's status in the NC Main Street Program	The BDC will complete all required reporting for the NC Main Street Program with a goal of maintaining the program's National Accreditation status The BDC will attend all required meetings and trainings to maintain status in the NC Main Street Program	Executive Director Executive Director, staff, Board of Directors, committees	Immediately and on-going Immediately and on-going
d. Advocate for items/projects to foster development	The BDC will keep city staff and elected officials current regarding potential development projects that will benefit downtown as they arise.	Executive Director and Board of Directors	Immediately and on-going

6. Public Space Management

The BDC will play a supportive role in public space management, seeking to advocate, facilitate, and educate. Through community partnerships the BDC will assist with downtown plantings and other beautification efforts. Where deemed necessary, the BDC will assist with raising private funds and seek donations to accomplish projects such as placing boulevard banners and welcome signage in the downtown.

a. Identify, provide and support improvements to the downtown aesthetics	<ul style="list-style-type: none"> The BDC will coordinate with city staff and community partners to encourage the attractive development of downtown. Active projects include: 	Executive Director, Board of Directors, Design Committee and Community Partners	<p>Immediately and on-going</p> <p>The Design Committee will meet on at least a</p>
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	<ul style="list-style-type: none"> - Coordinate a host of community partners to manage the planting of 103 planters in the downtown - Design, fund and install boulevard banners on downtown light poles - See Pedestrian Wayfinding in 4a. - Advocate for and facilitate the development of pocket parks, dining patios, curb extensions - Facilitate the placement of public art, including sculpture, murals and window displays - Manage Quick Fix Façade grant program to improve building aesthetics 		monthly basis and implement projects throughout the year
Action	Methodology	Responsibility	Anticipated Implementation
b. Advocate and assist with parking needs and strategies	<ul style="list-style-type: none"> • The BDC will advocate for MSD business and visitors regarding parking needs and concerns • The BDC will communicate parking rules and policy information as a liaison between city personnel and downtown stakeholders • The BDC will actively participate in seeking solutions to issues regarding parking and traffic. • The BDC will reinstitute the Clean and Green subcommittee which will meet at least quarterly to discuss management issues in the district pertaining to parking, cleanliness, trash management, lighting and safety. 	Executive Director, Board of Directors Design, and Business Development Committee	<p>As situations arise</p> <p>Quarterly</p>
c. Identify, provide and support place-making and street activation enhancements (street furniture, art installations, signage, decorations, etc.)	<p>See 6a above.</p> <p>The BDC will collaborate with event coordinators and city staff to support place making initiatives</p> <p>The BDC will advocate and advise on the selection of appropriate street furniture</p>	Executive Director, Design and Wayfinding Committees, Community Partners	As opportunities arise

TEAM ORGANIZATION, EXPERIENCE, CERTIFICATIONS AND QUALIFICATIONS

The Burlington Downtown Corporation is composed of a three-member staff and a nineteen-member Board of Directors, as well as several volunteer committees.

The staff consists of a full-time Executive Director, a full-time Communications Manager, and an Administrative Assistant, whose hours will depend on available funding. At a minimum, the Administrative Assistant will work twenty hours per week.

ANNE K. MORRIS, EXECUTIVE DIRECTOR

Ms. Morris has been Executive Director with the Burlington Downtown Corporation since July 2009. Ms. Morris has fourteen years' experience in the world of urban planning and downtown development. She holds a master's degree in City and Regional Planning as well as a master's degree in Education from the University of North Carolina at Chapel Hill and is certified by the American Institute of Certified Planners. She has also led the Burlington Downtown Corporation to achieve certification as a National Main Street Community from 2010-2016. Her resume is as follows:

PROFESSIONAL BACKGROUND

Executive Director. *Burlington Downtown Corporation, Burlington, July 2009-present.*

Responsible for the leadership and management of the organization, a 501(c) 3 non-profit tasked with developing and implementing revitalization plans and strategies for downtown Burlington, N.C., a community of 50,000 with a primary trade area of 150,000. Duties include management of 19-member Board of Directors and staff of 2.5, project management, long-range and strategic planning, budget and work plan development, marketing and public relations, business recruitment and retention, grant program development and administration, volunteer management, cultivating community partnerships, extensive public speaking, fund-raising, community involvement programs, event planning. Manages a robust private-public partnership for the continued development and marketing of the downtown area with such partners as Laboratory Corporation of America (Fortune 500), Wells Fargo Bank (Fortune 500), Glen Raven Incorporated, Elon University, the City of Burlington, The State of North Carolina Department of Commerce, The Alamance County Chamber of Commerce, Healthy Alamance, the Burlington Downtown Farmer's Market, and the American Red Cross and United Way of Alamance County.

Accomplishments

- Grew district tax value by \$17.5 million in five years.
- Winner, State Award of Merit, Best Innovation, Elon University-Downtown Burlington Partnership, 2015.
- Winner, State Award of Merit, Best Economic Development Incentive, The BDC Small Grants Program, 2015.
- Winner, State Award of Merit, Best Public Involvement Process, We Are Downtown. N.C. Main Street, 2013.

- Winner, State Award of Merit, Best Public-Private Partnership, Company Shops Market. N.C. Main Street, 2011.
- Developed and managed a comprehensive grant program resulting in twenty (35) grants to investors, \$7.5 million of direct private investment and a Return on Investment (ROI) of \$14.4:\$1.
- Brought in approximately \$400,000 in outside grant funding for projects that totaled \$3.7 million.
- Added forty-four (44) net new businesses to the district. Nineteen (19) full-property renovations completed with three (3) currently underway in a district with 99 properties.
- Completed projects: Downtown Branding Plan, Streetscapes Plan and Improvements, Public Art Installation, Pedestrian Wayfinding Design, Downtown Brand Development (a strategic planning process), Design and Implementation of the BDC Small Grants Program, Main Street Solutions grant awardee and project management, State Grant Awardee and Management for Energy Efficiency Improvements to eight downtown buildings, Next Great Place Business Contest, We Are Downtown Public Involvement Process (Award of Merit, NC Main Street Program), Company Shops Market, 4th Fridays Downtown Community Event Series.
- Managed and implemented a comprehensive social media and public relations presence, that includes Facebook, LinkedIn, Twitter, tumblr, website, mobile-site development.

Senior Planner, Downtown Development. *Town of Cary, North Carolina*, June 2006-June 2009. Worked closely with the downtown business community and the Town government to encourage development and master plan implementation. Led year-long process to investigate and determine appropriate organizational model for downtown revitalization efforts.

Community Development Planner. *North Carolina Department of Commerce, Division of Community Assistance*, June 2003-present. As a member of regionally-based professional teams, served a 10-county area with community and economic development planning services. Including plan, policy development and ordinance development.

State Hazard Mitigation Planner. *North Carolina Emergency Management*, August 2002-June 2003. One of three state hazard mitigation planners responsible for community education, assistance and management of community hazard mitigation plans as required by the Disaster Mitigation Act of 2000.

Entailed extensive travel and public speaking as well as coordination with local, state and federal constituencies.

DEGREES AND CERTIFICATIONS

AICP Member, *American Institute of Certified Planners*. November 2005 to present.

Master of City and Regional Planning, *University of North Carolina at Chapel Hill*. Community Economic Development and Land Use.

Master of Education, *University of North Carolina at Chapel Hill*. Program Development and Evaluation.

Bachelor of Arts, *Texas A&M University*. *magna cum laude*. Psychology.

MEMBERSHIPS

National Trust for Historic Preservation, National Main Street Network, N.C. Main Street Network, North Carolina Downtown Development Association (Board Member 2006-2013), American Planning Association, Alamance County Chamber of Commerce, Leadership Alamance, Alamance County Food Collaborative, Steering Committee for “Destination Burlington,” the city’s first comprehensive planning effort in fifteen years.

VIRGINIA LEWIS, COMMUNICATIONS MANAGER

Ms. Lewis has served as the Communications Manager with the Burlington Downtown Corporation since August 2013. Ms. Lewis is a life-long resident of Burlington, N.C., with a brief time in Charlotte, N.C., while earning her bachelor’s degree in Communications. She comes from a family with a strong connection to downtown Burlington. Her father Bob Lewis had his office in downtown for many years and her sister Ann Bradey Sapp is owner of Walkerdance Ballet Studio on Front Street. She is very invested in the community and is able to apply both her communications skills and insider knowledge to her position with the BDC. She is responsible for all internal and external communication and acts as a first line liaison to business owners and community partners planning events. She has created a robust presence for downtown Burlington and the organization through social media and other communities look to her for guidance in their efforts. Her resume is as follows:

PROFESSIONAL BACKGROUND

Communications Manager. *Burlington Downtown Corporation, Burlington, N.C.* August 2013-present.

Works collaboratively with the Executive Director, the Board of Directors and volunteer committees to support the goals and programs of the Burlington Downtown Corporation and the implementation of the Downtown Master Plan. Ensures smooth communication both internally and externally to provide guidance and expertise in the development of public relations and marketing efforts of the Burlington Downtown Corporation.

Accomplishments

- Established and maintains regular communication channels between the BDC and all downtown stakeholder groups through appropriate methodologies. (Examples include: constant contact email updates, information packets, flyers, merchant meetings and get-togethers and community meetings/workshops).
- Serves as the primary point-of-contact/representative for collaborative efforts with the City of Burlington Special Events Team and other groups holding events in the downtown area. Provide on-site event support for the Fourth Friday event series and other downtown events as determined by the Executive Director.
- Coordinates and grows the use of established and emerging social media channels to communicate with stakeholders, potential investors and visitors to downtown Burlington.
- Develops and manages programs, communication efforts and events that raise awareness of downtown as a preferred business location to potential investors and entrepreneurs. Represent

the organization where appropriate and as directed by the Executive Director on partnered events.

- Develops and manages an internship program, and other staff as directed, that will help the organization streamline operations and accomplish goals in a timely manner with a focus on exceptional quality.
- Coordinates and advertises educational opportunities that will benefit the downtown business community.
- Acts as a coordinator for all BDC publications, assigning content to appropriate parties, coordinating with vendors/designers and ensuring deadlines are met in a timely manner.

Leadership Positions

- HYPE (Helping Young Professionals Engage) – Services and Programming Chair (2016 – present)
- United Way of Alamance County Cabinet Member (2015 – present)
- Burlington Downtown Branding Committee (2013 – present)
- Leadership Alamance Class Graduate 2015
- Leadership Alamance Alumni Association Member (2015 – present)

Broker Assistant. *RML & Associates, Burlington, N.C.* Summer 2009, 2010. Assisted the owner with marketing and brochure preparation for commercial and industrial real estate properties.

HUGH SANDOE, ADMINISTRATIVE ASSISTANT

Mr. Sandoe has accepted the position and will be joining the BDC in May 2016. Hugh is currently a master's candidate in the UNC-Greensboro Masters of Public Administration Program. He has developed a passion for downtown development work and hopes to make a career out of downtown revitalization work. Mr. Sandoe will be filling the important position of Administrative Assistant as well as working with both Ms. Morris and Ms. Lewis on special projects in an intern capacity. He has a particular interest in the development of entrepreneurship ecosystems and hopes to dovetail his work at the BDC with directed research on this topic. This is fortunate timing as the BDC has embarked with its Business Development committee on an effort to attract a co-working and entrepreneurship hub to downtown.

PROFESSIONAL BACKGROUND

Graduate Assistant. *UNC Greensboro, Greensboro, N.C.* August 2015-May 2016.

- Perform research pertaining to economic development and entrepreneurial ecosystems.
- Evaluate potential and competition for new degree program offerings.
- Utilize oral and written interviews for creation of promotional materials

Housekeeping Manager. *Hilton Garden Inn, Greensboro, N.C.* July 2014-March 2015.

- Supervised 14 hotel housekeepers and two supervisors.
- Hired, trained and motivated new and existing housekeeping staff.
- Managed department with annual budget of \$260,000+.
- Forecast labor demand and revenues.
- Promoted competent staff through the selective hiring and discipline of all employees.

Relevant Projects:

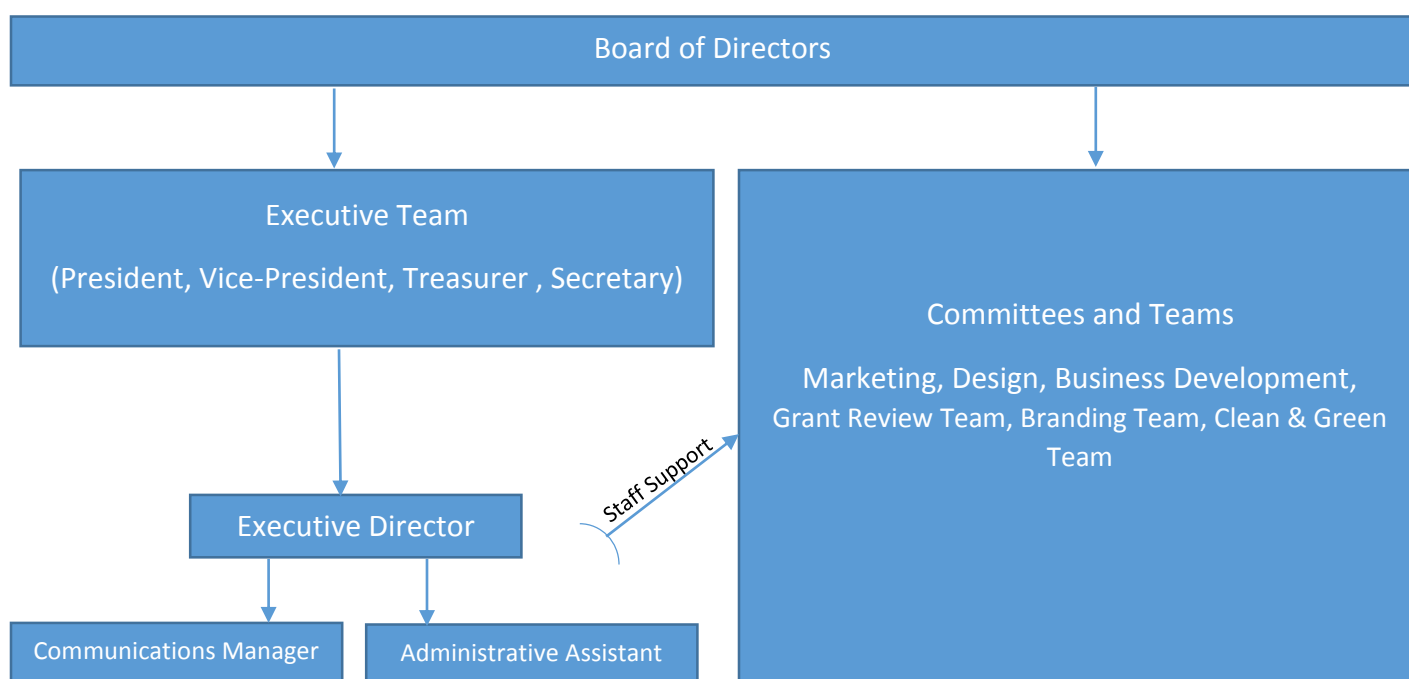
Mount Airy Downtown Strategic Development Plan

- Worked with Mount Airy, Inc. to create comprehensive downtown revitalization plan.
- Coordinated business linkages to promote cohesive branding and marketing techniques.
- Suggested physical developments to increase consumer spending and visitation.
- Outlined mission and vision statements to guide further development.

UNC Social Business Competition

- Created business proposal to address issues of regional brain drain and community investment.
- Utilized demographic and housing data to develop social living solutions for employment, career transition, and industry identification for recent university graduates.

ORGANIZATIONAL CHART



CONSULTANTS/CONTRACTORS

All primary responsibilities for district management will be administered by BDC staff and volunteers. No work will be sub-contracted according to the definition provided in Addendum 1.

REFERENCES

Elizabeth (Liz) H. Parham, CMSM

Director, NC Main Street & Rural Planning Center
Rural Economic Development Division
North Carolina Department of Commerce
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COST PROPOSAL

Two cost proposals are presented for the City's consideration. Cost Proposal A encompasses the revenues outlined in the request for proposals and also line-items a private donation of \$5100 from Plageman Architecture that is a 50% off-set for the organization's office rent rate. Therefore the market rate of \$10,200 annually (listed under Overhead, rent) is an effective rate of \$5,100. This is listed in both cost proposals.

Cost proposal A requires that the Burlington Downtown Corporation produce an additional \$46, 840 in resources to meet the current service levels provided in the district and requested in the RFP. In years past, the BDC has included these additional resources through either MSD tax receipts or previous year's savings (appropriated fund balance). Over the last few years, the funds generated through the MSD tax district have declined from a high of \$155,550 in 2013-14 to current returns of \$108,355 in March 2016. These declines can be traced to a combination of failure to pay taxes and, in greater part, the removal of private property from the district by a large corporate user. Because of earlier frugality on the part of the Burlington Downtown Corporation, some savings through the use of the fund balance were available to help make up this difference. These have now been exhausted through increasing expenses, lower tax returns and a greater demand for new services.

Because of this challenging environment, Cost Proposal A does not provide sufficient revenue to meet current district demands without additional funds acquired through private fund-raising efforts.

The BDC successfully launched a new brand for downtown Burlington "Get In the Mix," with a new look and feel for downtown and a number of exciting proposals.

We have had an unqualified positive reaction from both the community and the development world regarding this new direction. Presently, the BDC is using \$20,000 of current year MSD funds and privately raised funds of approximately \$42,000 to begin implementation of the brand. Projects that will be accomplished with the privately raised funds include: Boulevard banners featuring the new brand throughout the district, outdoor billboards both on I40/I85 and in town, a redesign of downtown's website, a down payment for the production of a promotional video and the design and initial printing of a new shopping guide for visitors. Clearly these are key projects for launching a new brand. In our current fiscal environment private funds are needed to accomplish them.

This information is provided for context to explain the need for additional funds, as proposed in Cost Proposal B, which includes additional city programmatic support of \$75,000. This increase in funding will support the continued growth of the downtown district and allow the organization to more sustainably meet the needs of the district. As you will see the main use of these additional funds is in the Marketing, Advertising and Promotions section. For the first time, with these funds, we will be able to launch a robust media campaign that includes Cable TV as well as internet-based advertising. While we have dipped our toe into these media in prior years, it was a week of advertising here and there, not enough to achieve the repetition needed for brand recognition. The budget also includes a

modest increase in personnel expenses which will allow us to increase our administrative support from 20 hours per week to 40 hours per week. This will free our Executive Director and Communications Manager from a number of administrative tasks and allow them to fully implement more marketing and business development activities.

Under the Private Fundraising Proposal, a section is included titled “Special Projects.” These are projects that can be carried out in Fiscal Year 2016-17, should funding be secured. These will not be considered part of the required scope and will only be completed as funding and time allow. If funding is not available during the current fiscal year, these special projects will be considered for future funding.

From time to time opportunities for outside grant support arise for projects relevant to the work plan of the BDC and the City’s and BDC’s goals for the district. BDC staff and volunteers will make every effort to take advantage of these opportunities as they arise and are deemed to meet stated objectives and timelines. The BDC will work to match known grant opportunities with prospective projects. Past history of this can be demonstrated through the BDC’s management of grant dollars from (1) the NC Department of Commerce to support the development of Company Shops Market (approximately \$298,000), and (2) from the NC Energy Office for improvements to eight downtown properties (approximately \$89,000). Currently, the BDC is facilitating the application of Burlington Beer Works cooperative to the NC Main Street Solutions Fund. This application seeks \$200,000 in funding support for the redevelopment of 302 S. Main Street. The BDC managed this application process and will manage the administration of the grant should it be awarded. Typically, for state and federal grants, the City of Burlington will be listed as the grantee, with the private entity (if there is one) listed as a sub-grantee. In these situations, the BDC will not be party to the grant but will manage its execution.

COST PROPOSALS

Revenue	Cost Proposal A		Cost Proposal B	
Operating Revenue				
MSD Taxes	\$	115,000.00	\$	115,000.00
Public Contributions - Operating/Programs	\$	75,000.00	\$	150,000.00
Public Contributions - Grant Reimbursements	\$	75,000.00	\$	75,000.00
Private Contributions - Rent	\$	5,100.00	\$	5,100.00
Total Operating Revenue	\$	270,100.00	\$	345,100.00

Expenses

Operating Expenses

Personnel & Benefits		
Personnel – Executive Director & Communications Manager	\$	117,000.00
Personnel –Administrative Assistant/Intern	\$	27,040.00
Personnel Total	\$	144,040.00

Group Insurance	\$ 7,500.00	\$ 11,100.00
401-K	\$ 4,100.00	\$ 4,100.00
FICA Taxes	\$ 10,200.00	\$ 11,020.00
Personnel & Benefits Sub-total	\$ 154,920.00	\$ 170,260.00
Professional Development		
Travel, Meetings, Etc	\$ 3,000.00	\$ 4,000.00
Staff Development	\$ -	\$ 1,000.00
Dues & Subscriptions	\$ 1,600.00	\$ 1,800.00
Professional Development Sub-total	\$ 4,600.00	\$ 6,800.00
Overhead Expenses		
Telephone	\$ 3,500.00	\$ 3,500.00
Office Supplies/Meetings	\$ 3,500.00	\$ 5,000.00
Postage	\$ 1,500.00	\$ 1,500.00
Utilities (Christmas Lights)	\$ 1,700.00	\$ 1,700.00
Rent	\$ 10,200.00	\$ 10,200.00
Maint&Service contracts	\$ 2,800.00	\$ 2,800.00
Insurance - Bonds	\$ 3,500.00	\$ 3,500.00
Equipment Not Capitalized	\$ -	\$ -
Administrative Expenses Sub-total	\$ 26,700.00	\$ 28,200.00
Project Budgets		
Annual Meeting/Retreat	\$ -	\$ 4,900.00
Professional Services		
Resid Projects: Arch./Pro-Forma Services	\$ -	\$ 10,000.00
Video/Multimedia Production	\$ -	\$ 7,500.00
Financial Audit	\$ 4,000.00	\$ 4,000.00
Professional Services Sub-total	\$ 4,000.00	\$ 21,500.00
Advertising & Promotions		
Retail/Investment Event Support	\$ -	\$ 3,440.00
Social Media Advertising	\$ 1,830.00	\$ 3,000.00
Fall Media Buy - (Cable TV, etc. through Bouvier-Kelly)	\$ -	\$ 20,000.00
Christmas Window Decorating Contest Prizes	\$ -	\$ 700.00
Website Hosting Fees	\$ 1,000.00	\$ 1,000.00
Branded Investor Collateral	\$ 700.00	\$ 7,300.00
Other Local Media (Local Radio, Print)	\$ 1,350.00	\$ 3,000.00
Advertising & Promotions Sub-total	\$ 4,880.00	\$ 38,440.00
Economic Development		
Next Great Place/Small Grant Program Reimbursements	\$ 75,000.00	\$ 75,000.00
Economic Development Sub-total	\$ 75,000.00	\$ 75,000.00
Total Operating Expenses	\$ 270,100.00	\$ 345,100.00
Operating Revenue-Expenses	\$ -	\$ -

Private Fundraising Efforts

Private Funds Needed for Core Projects	\$	46,840.00	
Private Funds Needed for Special Projects	\$	72,500.00	\$ 72,500.00
Private Fundraising Totals	\$	115,140.00	\$ 72,500.00

Private Fundraising Detail**Core Projects Detail**

Annual Meeting/Retreat	\$	4,900.00	\$ -
Media (Cable TV, Local Radio, Print)	\$	23,000.00	\$ -
Christmas Window Decorating Contest	\$	700.00	\$ -
Retail Event/Investment Event Support	\$	3,440.00	\$ -
Video Production	\$	7,500.00	\$ -
Branded Investor Collateral (Maps, Guides, Etc)	\$	7,300.00	\$ -
Sub-total Core Projects Fundraising	\$	46,840.00	\$ -
Special Projects Detail			
Gateway Signage	\$	22,000.00	\$ 22,000.00
Market Study - Entrepreneurship Center	\$	22,000.00	\$ 22,000.00
Outdoor Billboards	\$	7,500.00	\$ 7,500.00
Murals	\$	21,000.00	\$ 21,000.00
Special Projects Sub-total	\$	72,500.00	\$ 72,500.00

FINANCIAL STATEMENT

Please see attached document.

ADDITIONAL PROPOSAL REQUIREMENTS

- 1. Describe the service levels provided to deliver defined services, such as frequency and methods used.**

Please reference each line item under Scope of Services.

- 2. Provide measurable and quantifiable metrics that support outlined services and that will measure success.**

The BDC utilizes the reporting format of the N.C. Main Street Program. Metrics used include:

- An accounting of partners involved in executing the program
- The mission and vision statements of the organization and how they were developed and adopted
- A copy of the annual work plan
- Listing of Board of Directors and active committees and their members
- An accounting of the adopted annual budget
- A description of types of staff and hours worked
- A listing of all trainings and meetings attended by staff and volunteers

- The number of net new businesses added to the district
- The number of net new jobs added to the district
- The number and types of building redevelopment activity
- The number of housing units created
- The number of volunteer hours gained during the year

These statistics in the form of the reports provided to the N.C. Main Street program will be delivered to the City of Burlington at the time of their submittal.

3. Discuss the mechanisms the organization will use for on-going feedback on services.

This is discussed in section 1 of Scope of Services.

4. Discuss how the organization will leverage funding from other sources.

This is discussed under Cost Proposal in the description and under Private Fundraising Proposal on page 28.

5. Discuss how the organization will assist and support the City in the implementation of the Downtown Master Plan and the City's Comprehensive Plan

This is discussed in Scope of Services, section 5a.

6. Examine board composition for inclusiveness of residents, tenants and property owners of both small and large businesses.

Through its annual board recruitment process the BDC Board of Directors appoints a nomination committee that typically includes a former Board President, a board member at large and the Executive Director. This team works to identify gaps in the board membership according to the above criteria, as well as other skill sets needed to best meet district needs, and potential candidates. This team goes through a vetting process and recommends a slate of candidates to the full Board of Directors for consideration.

Current Board of Directors:

Jan Davis, ABSS retired, President

Jeff Andrews, Vernon Law, retired, Vice-President:

Bridgett Inks, Wells Fargo Bank, Treasurer:

Secretary: to be filled

Ervin Allen, Alamance Community College, Small Business Center Director

Angela Ball, Rare Breed Tattoo, Rusted Bucket Tavern,

downtown resident, property and business owner

Brad Harmon, Syntech

Eric Henry, TS Designs

Kelly May, Glen Raven Inc.

Carole Moore, Burlington resident

Zack Touloupas, Zack's Hotdogs

Matt Wall, Holt, Longest, Wall, Blaetz & Moseley, PLLC

Jeff Wilkins, Downtown resident, property owner, Plageman Architecture

Ex-Officio (non-voting) members:

Nolan Kirkman, City of Burlington, Director of Technical Services

Amy Nelson, City of Burlington Planning and Economic Development

Lisa Wolff, City of Burlington Rec and Parks

Cary Worthy, Alamance Arts Executive Director

7. At a minimum, maintain an office in the Burlington Downtown District that is staffed during normal business hours, Monday-Friday.

The BDC maintains a suite of offices at 408 S. Spring Street, in the Blanchard Building. The building owner, John Plageman, provides a 50% donation of the annual cost of rent to help off-set expenses for the corporation. The office is staffed 9-5pm, Monday-Friday.

8. **Reporting:** The BDC will annually survey downtown residents, tenants and property owners to gain input on needed district services. The BDC will furnish the City of Burlington with the annual report that is submitted to NC Main Street, as well as a report on the progress of items listed under Scope of Services. At the City Council's invitation, the BDC will deliver an annual presentation to that body regarding achievements of the previous year and plans for the coming year. The scheduling of these reports should be coordinated in advance to make best use of available data and to meet the information needs of City Council.

9. **Address the development of a long-term strategic plan for the MSD.**

With the development of the Brand Action Plan, a long-term strategic plan is in the final stages of development. The BDC Board of Directors will use information gathered regarding (1) the desired mix of goods and services, (2) priority work items/efforts needed, and (3) a preferred retail economic strategy to publish a stand-alone plan or include this information in a comprehensive update to the Downtown Master Plan. As with the Downtown Master Plan, Brand Action Plan and the City's Comprehensive Plan, the long-term strategic plan will align with annual work plans and metrics and the City's annual budget process.

BURLINGTON DOWNTOWN CORPORATION, INC.

FINANCIAL STATEMENTS

June 30, 2015

Burlington, North Carolina

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**STOUT
STUART
McGOWEN
& KING LLP**

*Certified
Public
Accountants*

*Advisors to
Management*

*Member of PCPS,
the AICPA Alliance
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e-mail: ssmk@ssmkllp.com*

INDEPENDENT AUDITOR'S REPORT

The Board of Directors
Burlington Downtown Corporation, Inc.
Burlington, North Carolina

We have audited the accompanying financial statements of Burlington Downtown Corporation, Inc. (a nonprofit organization) which comprise the statement of financial position as of June 30, 2015, and the related statement of activities and changes in net assets and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Burlington Downtown Corporation, Inc. as of June 30, 2015 and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

STOUT STUART MCARDEN & KINGS LLP

Burlington, North Carolina

January 6, 2016

BURLINGTON DOWNTOWN CORPORATION, INC.

STATEMENT OF FINANCIAL POSITION

June 30, 2015

ASSETS

Current Assets:

Cash	\$	264,334
Taxes receivable, net		17,006
Accounts receivable, net		7
		<hr/>

Total Assets	\$	281,347
		<hr/>

LIABILITIES

Current Liabilities:

Accounts payable	\$	32,397
		<hr/>

Total Liabilities		32,397
		<hr/>

Net Assets:

Unrestricted		23,833
Temporarily restricted		182,896
Permanently restricted		42,221
		<hr/>

Total Net Assets		248,950
		<hr/>

	\$	281,347
		<hr/>

See accompanying notes.

BURLINGTON DOWNTOWN CORPORATION, INC.

STATEMENT OF ACTIVITIES AND CHANGES IN NET ASSETS

For The Year Ended June 30, 2015

Changes in Unrestricted Net Assets:

Revenues:

Program services	\$ 128,405
Contributions	172,303
Other revenues	<u>5</u>
Total Revenues	<u>300,713</u>

Operating Expenses:

Salaries, taxes and related benefits	154,848
Dues and subscriptions	1,259
Events expenses	16,517
Grants given	93,753
Insurance	2,894
Office supplies	7,615
Professional expense	11,158
Rent	15,300
Repairs and maintenance	2,733
Telephone	4,606
Training	898
Travel	5,857
Utilities	<u>1,464</u>

Total Operating Expenses	<u>318,902</u>
--------------------------	----------------

Change in Unrestricted Net Assets	<u>(18,189)</u>
-----------------------------------	-----------------

Changes in Temporarily Restricted Net Assets:

Net assets released from restriction	<u>-</u>
--------------------------------------	----------

Changes in Permanently Restricted Net Assets:

Net assets released from restriction	-
Interest income	<u>57</u>

Change in Permanently Restricted Net Assets	<u>57</u>
---	-----------

Decrease in Net Assets	(18,132)
------------------------	----------

Net Assets, Beginning of Year	<u>267,082</u>
-------------------------------	----------------

Net Assets, End of Year	<u>\$ 248,950</u>
-------------------------	-------------------

See accompanying notes.

BURLINGTON DOWNTOWN CORPORATION, INC.

STATEMENT OF CASH FLOWS

For the Year Ended June 30, 2015

Cash Flows from Operating Activities:	
Decrease in Net Assets	\$ (18,132)
Adjustments to Reconcile Decrease in Net Assets to Net Cash Provided by Operating Activities:	
(Increase) decrease in:	
Taxes receivable	(79)
Accounts receivable	-
Accounts payable	<u>7,359</u>
Net Cash Provided By Operating Activities	<u>(10,852)</u>
Net Increase in Cash	(10,852)
Cash, Beginning of Year	<u>275,186</u>
Cash, End of Year	<u>\$ 264,334</u>

See accompanying notes.

BURLINGTON DOWNTOWN CORPORATION, INC.

NOTES TO FINANCIAL STATEMENTS

June 30, 2015

NOTE A: Summary of Significant Accounting Policies:

(1) Nature of Activities:

Burlington Downtown Corporation, Inc., (Downtown Corporation), is a not-for-profit organization created to enhance the development of downtown Burlington as the cultural, historic and economic center of the community.

(2) Basis of Accounting:

The accompanying financial statements have been prepared on the accrual basis of accounting. The accrual basis of accounting recognizes revenues in the accounting period in which revenues are earned regardless of when cash is received and recognizes expenses in the accounting period in which expenses are incurred regardless of when cash is disbursed.

(3) Financial Statement Presentation:

The Downtown Corporation is required to report information regarding its financial position and operations according to three classes of net assets as follows:

Unrestricted net assets – Net assets are not subject to donor-imposed stipulations.

Temporarily restricted net assets – Net assets subject to donor-imposed stipulations that may or will be met either by actions of the Board and/or passage of time.

Permanently restricted net assets – Net assets subject to donor-imposed stipulations that they be maintained permanently by the Downtown Corporation.

(4) Taxes Receivable:

In accordance with State law [G.S. 105-347 and G.S. 159-13(a)], the Downtown Corporation levies ad valorem taxes on property other than motor vehicles on July 1st, the beginning of the fiscal year. The taxes are due on September 1st, (lien date); however, interest does not accrue until the following January 6th. These taxes are based on the assessed values as of January 1, 2011. As allowed by State law, the Downtown Corporation has established a schedule of discounts that apply to taxes that are paid prior to the due date. Ad valorem tax revenues are reported net of such discounts.

BURLINGTON DOWNTOWN CORPORATION, INC.

NOTES TO FINANCIAL STATEMENTS

June 30, 2015

NOTE A: Summary of Significant Accounting Policies: (continued)

(5) Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(6) Subsequent Events:

Management has evaluated subsequent events through January 6, 2016, the date the financial statements were available to be issued.

(7) Income Taxes

Downtown Corporation is a not-for-profit organization exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code and classified by the Internal Revenue Service as other than a private foundation.

NOTE B: Cash:

The Downtown Corporation maintains its cash balance in a national commercial bank. Accounts at this institution are insured by the Federal Deposit Insurance Corporation up to \$250,000. There were no uninsured balances at June 30, 2015.

NOTE C: Taxes Receivable:

Taxes receivable at June 30, 2015 consisted of the following:

Taxes receivable	\$ 62,924
Less: Allowance for doubtful accounts	<u>45,918</u>
	<u>\$ 17,006</u>

BURLINGTON DOWNTOWN CORPORATION, INC.

NOTES TO FINANCIAL STATEMENTS

June 30, 2015

NOTE D: Functional Expenses:

The functional classifications for the year ended June 30, 2015 are as follows:

Program services	\$ 248,601
Management and general	<u>70,301</u>
Total Functional Expenses	<u>\$ 318,902</u>

NOTE E: Pension Plan Expense:

The Downtown Corporation maintains a Simplified Employee Pension – Individual Retirement Account (SEP-IRA) plan for the Executive Director. During the year ended June 30, 2015, retirement plan contributions in the amounts of \$3,600 for 2014 and \$4,300 for 2015 were made.

NOTE F: Related Governmental Unit:

The Downtown Corporation is financed primarily by proceeds of property taxes levied on the Downtown Special Tax District by the City Council of the City of Burlington. The Downtown Corporation has a separate board that governs its operations. The City approves the annual budget of the Downtown Corporation. The Downtown Corporation is included as a discretely presented component unit in the City of Burlington's Comprehensive Annual Financial Report.

NOTE G: Income Taxes:

The Downtown Corporation has adopted FASB ASC 740, *Income Taxes*, which provides guidance for how uncertain tax positions should be recognized, measured, presented and disclosed in the financial statements. The guidance requires the evaluation of tax positions taken or expected to be taken in the Downtown Corporation's tax returns to determine whether the tax positions are more likely than not of being sustained by the applicable tax authority upon examination.

The Downtown Corporation is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code, except on net income derived from activities unrelated to its business purpose. The Downtown Corporation believes that it has sufficient justification for any tax positions taken, including allocation of expenses to its unrelated business income and as such, does not have any uncertain tax positions that are material to the financial statements.

Generally, federal income tax returns are subject to examination by the Internal Revenue Service for three years after they are filed. As of the report date (January 6, 2016), the Downtown Corporation's federal Exempt Organization Business Income Tax Returns (Form 990T) for 2013, 2012 and 2011 remain subject to said examination.

See independent auditor's report.

Addendum No. 1

April 13, 2016

Downtown Municipal Service District Services RFP #16-0425

To: Prospective Bidders

This addendum containing the following additions, clarifications, and/or changes, is issued prior to receipt of bids/proposals and does hereby become part of the original specifications and documents and supersedes the original specifications and documents in case of conflict. Receipt of this addendum must be acknowledged by signing in the area indicated below. This addendum must be signed and returned with your sealed bid/proposal. In the event that your bid/proposal has been mailed prior to receiving this addendum, you may submit the addendum in a second envelope or email clearly marked as an addendum one (1) to be attached to "Downtown Municipal Service Districts RFP 16-0425". This addendum and bid response must be received by 5:00 p.m., on Monday, the 25th day of April, 2016 as amended below. Failure to do so will result in the disqualification of the corresponding bid.

Please refer to the subject bid proposal and make the following changes or clarifications:

- The City of Burlington received the following questions regarding the RFP. The answers are included.
- 1. Insurance Requirements: The requirements listed seem more appropriate for a company that does street repaving or other dangerous work than a small professional firm. Will you be able to negotiate a reasonable level of insurance with us should we be chosen as the vendor?

Yes, the insurance can be negotiated.

- 2. Contractors: We will not sub-contract any of the main responsibilities nor do we have a parent company. We do however engage professional service firms from time to time. We have two open contracts at the moment, Buzz Bizzell of Bizzell Designs for Wayfinding Design and Bouvier-Kelly for Branding Services. Do you want us to include their resumes in the body of the RFP?

The intent with regard to subcontractors is in reference to a firm avoiding primary responsibility of servicing the downtown district. We recognize that there will be certain functions that will need to be contracted to a third party.

- 3. References: Can you give an example of the types of references you desire.

Please list any references that you deem relevant. Do not include City of Burlington Staff.

- 4. E-Verify: Could you explain in more detail what we need to do in regards to E-Verify?

E-verify only applies if the winning contractor employs more than 25 people.

No other changes

All other specifications, terms and conditions remain as required in the initial Request for Bids.

Respectfully,

A handwritten signature in black ink, appearing to read "Hal Hayes", with a long horizontal flourish extending to the right.

Hal Hayes
Purchasing Director

I have read and acknowledge receipt of Addendum No. 1

Company: Burlington Downtown Corp Date: 4-20-2016

Name: Anne Morris

Signature:

A handwritten signature in blue ink, reading "Anne K. Morris", written in a cursive style.



EXHIBIT A

Request for Proposal

City of Burlington

Downtown Municipal Service District Services

RFP sent to vendors.....	Date: 03/30/16
Deadline for written questions to the City.....	Date: 04/08/16 5:00pm EST
City responses to Contractor questions.....	Date 04/13/16 5:00pm EST
Proposals due	Date 04/25/16 5:00 PM EST

Contact: Hal Hayes, CLGPO
City of Burlington Purchasing Agent
PO Box 1358
244 W. Davis St.
Burlington, NC 27216
336-222-5016 - Office
336-222-5019 – Fax
[**hhayes@ci.burlington.nc.us**](mailto:hhayes@ci.burlington.nc.us)

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1 REQUEST FOR PROPOSALS (RFP)

1.1 Introduction and Background

The City of Burlington, NC, hereinafter referred to as “City” is located on the I-85/I-40 corridor representing a growing area that connects larger metropolitan regions. The mild climate, diverse work force and proximity to the Triad and the Triangle combine to make Burlington a great place to live.

A Municipal Service District (MSD) is a defined area in which the municipality’s governing board levies an additional property tax to provide enhanced services to the residents or properties in the district. The additional tax collected can be used for functions specifically defined in state statutes including downtown and urban revitalization. The City has one MSD in the downtown area. In September 2015, the NC State General Assembly adopted legislation impacting the process by which cities contract with private agencies to provide services within a MSD. The legislation also outlines certain contractual requirements including specifying the purposes for which City funding is to be used in the MSD and appropriately accounting for the funding at the end of each fiscal year.

The City requests proposals from qualified firms to partner with city staff to provide enhanced services in the Downtown MSD. Section 3, Scope of Services, further details the following enhanced service elements:

- Economic Development
- Planning and Development
- Marketing and Communications
- Public Space Management
- Event Management/Support.
- Conflict Resolution and Consensus Building Services for All MSD Residents, Tenants and Property Owners

1.2 RFP Response Timeline

The RFP process shall adhere to the following schedule.

RFP Process	Date	Time
RFP Posted	Friday, 3/30/16	
Contractor’s Written Questions Due	Friday, 4/8/16	5:00 pm
City Responses to Contractor questions	Wednesday, 4/13/16	5:00 pm
RFP Due Date/Time	Monday, 4/25/16	5:00 pm

Note: All times shown as Eastern Standard Time (EST).

1.3 Pre-Proposal Questions

Questions concerning the specifications in this Request for Proposals will be received and responded to as shown above. All answers to questions and changes to this RFP shall be issued in writing as an addendum to all vendors. No oral statements, explanations, or commitments by whosoever made shall be of any effect unless incorporated in the addenda.

It is the vendor's responsibility to assure that all addenda have been reviewed, signed, and returned with the proposal submission.

1.4 Proposal Submission Requirements and Contact Information

Proposals must follow the format as defined in Section (2) PROPOSALS.

Bidders must submit one (1) signed original plus one (1) electronic version and eight (8) copies, of the “**Burlington Downtown Municipal Service District Services**” proposal. The electronic version of the proposal must be submitted as a viewable and printable Adobe Portable Document File (PDF) on a Compact Disc-Read Only Memory (CD-ROM) disc or USB drive attached to the proposal. Proposals must be enclosed in a sealed envelope or package and clearly marked: “**Burlington Downtown Municipal Service District Services**”. Both hard copy and electronic version must be received by the City on or before the “RFP Due Date/Time” as shown above. Proposals received after the “RFP Due Date/Time” above will not be considered and will be returned unopened to the return address on the submission envelope.

Deliver proposals to one of the following addresses:

Physical Address

City of Burlington
Attn: Hal Hayes
244 West Davis Street
Burlington, NC 27215

Mail Address

City of Burlington
Attn: Hal Hayes
PO Box 1358
Burlington, NC 27216

The outside of the submittal package and the CD-ROM/USB must be clearly marked. The City reserves the right to reject any or all proposals for any reason and to waive any informality it deems in its best interest. Any requirements in the RFP that cannot be met must be indicated in the proposal. Contractors must respond to the entire Request for Proposals (RFP). Any proposals received by the City that are incomplete in their responses will be immediately disqualified.

1.5 Rights to Submitted Material

All proposals, responses, inquiries, or correspondence relating to or in reference to this RFP, and all reports, charts, and other documentation submitted by Proposers (other than materials submitted as and qualifying as trade secrets under North Carolina law) shall become the property of the City when received and the entire proposal shall be subject to the public records laws of the State of North Carolina except where a proper trade secrets exception has been made by the Proposer in accordance with the procedures allowed by North Carolina law.

The City reserves the right to retain all proposals submitted and to use any ideas in a proposal regardless of whether that proposal is selected. Submission of a proposal indicates acceptance by the Proposer of the conditions contained in this Request for Proposal.

2 PROPOSALS

Proposals must be clear, succinct, and not exceed 30 pages or 15 sheets of 8 1/2” x 11” paper of no less than 12 point font. Responses must follow the format outlined herein. The City may reject as non-responsive at its sole discretion any proposal or any part thereof that is incomplete, inadequate in its response, or departs in any substantive way from the required format. Proposal responses shall be organized in the following manner:

- A. Cover Letter / Letter of Intent
- B. Executive Summary
- C. Project Understanding, Approach and Schedule
- D. Team Organization, Experience and Certifications/Qualifications
- E. Consultants and/or Subcontractors
- F. References
- G. Cost Proposal
- H. Financial Statement (If Applicable)
- I. Additional Proposal Requirements

A. Cover Letter/Letter of Intent

The cover letter shall be addressed to Mr. Hal Hayes, Purchasing Manager. It may be up to two pages (which do not count toward the 30-page maximum) and, at a minimum, must contain the following:

- Identification of organization, including name, address, email address and telephone number.
- Name, title, address, email address and telephone number of contact person during period of proposal evaluation.
- A statement to the effect that the proposal shall remain valid for a period of not less than 90 calendar days from the date of submittal.
- Signature of a person authorized to bind the Firm to the terms of the proposal.

B. Executive Summary

In a brief narrative, describe the overall approach and plans to meet the requirements of the RFP. The intent of this narrative is to convey to the City that the Vendor understands the nature of the work and the level of effort necessary to successfully provide the defined services.

C. Project Understanding, Approach and Schedule

This section shall include, in narrative, outline, and/or graph form the vendor's approach to accomplishing the tasks outlined in the Scope of Services section of this RFP. A description of each task and deliverable and the schedule for accomplishing each shall be included.

D. Team Organization, Experience and Certifications/Qualifications

The information requested in this section should describe the qualifications of the firm and key staff to demonstrate the Respondent's ability to perform the requested services. In addition, include the following information:

- Experience of all executive, managerial, legal, and professional personnel providing the defined services.
- Resumes for proposed lead staff and previous work completed that is applicable.
- Team Organization Chart showing all firms, contractual relationship between firms, and names of specific staff proposed for this project, including their titles. (Identify certified Minority Business Enterprises (MBE) or Women Business Enterprises (WBE) firms, if any.)
- A summary of your firm's demonstrated capability, including length of time that your firm has provided the type of services being requested in this RFP.

E. Consultants and/or Subcontractors

The City desires to enter a contract with one Respondent that will be responsible for all defined services. If the Respondent plans on using consultants and/or subcontractors as part of its implementation plan, then provide the company profile, name, address, email address and telephone for all consultants and/or subcontractors providing support. Define the responsibilities and give a description of services to be provided by consultants and/or subcontractors. Describe the Firm's business and reporting relationship with any consultants and/or subcontractors. Identify

certified Minority Business Enterprises (MBE) or Women Business Enterprises (WBE) firms, if any. Include references and resumes for all third party consultants and/or subcontractors in the proposal. The City has the right to accept or reject any changes made to the proposed project team members, including the use of consultants and/or subcontractors.

F. References

The Respondent must provide a minimum of three references whom the City may contact regarding qualifications and past performance (within 5 years). The City may randomly select references to contact as part of the Respondent's evaluation process.

The following must be included for each reference:

- a. Name of Organization and Contact
- b. Title of Contact
- c. Address (delivery and email)
- d. Telephone Number(s)

G. Cost Proposal

Respondents shall include two Cost Proposals

1. A proposal that would require only the **anticipated** MSD budget level

Anticipated MSD Budget (FY16/17)

MSD Property Tax	\$ 115,000
City Appropriation for MSD Services	\$ 75,000
Additional City pledge for reimbursable economic development grants	<u>\$ 75,000</u>
Total Anticipated Budget for MSD Services	\$ 265,000

2. An alternative proposal that would require additional financial resources.

The Cost Proposal shall be submitted and shall define in detail the following:

- Personnel Costs
- Travel, Training, Meetings
- Overhead Costs
- Professional Services
- Marketing/Advertising/Promotions
- Economic Development
- Subcontractor Costs (if any)
- Any Anticipated Private Funding and Related Work/Projects (show separately)
- Any Anticipated Funding from Other Sources (i.e. grants) and Related Work/Projects (show separately)
- A Breakdown of Total Costs to Each Individual Element Defined in the Scope of Services

H. Financial Statement

The vendor shall provide the following financial information:

- Recent audited or reviewed financial statements prepared by an independent certified public accountant (CPA) that shall include, at a minimum, a balance sheet, income statement (i.e., profit/loss statement) and cash flow statement **and**, if the audited or reviewed financial statements were prepared more than six (6) months prior to the issuance of this RFP, the vendor shall submit its most recent internal financial statements (balance sheet, income statement and cash flow statement or budget with entries reflecting revenues and expenditures from the date

of the audited or reviewed financial statements to the end of the most recent financial reporting period (i.e., the quarter or month preceding the issuance date of this RFP);or

- Recent compiled financial statements prepared by an independent CPA that shall include, at a minimum, a balance sheet, income statement (i.e., profit/loss statement) and cash flow statement **and**, if the compiled financial statements were prepared more than three (3) months prior to the issuance of this RFP, the vendor shall submit its most recent internal financial statements (balance sheet, income statement and cash flow statement or budget with entries reflecting revenues and expenditures to date), and other evidence of financial stability such as most recently filed income tax return, evidence of a line of credit/loans/other type of financing with statement of amount in use/outstanding balance (e.g., a complete copy commitment letter, loan agreement, billing statement reflecting the line of credit or statement from lender acknowledging the commitment to fund the vendor's stated financing), performance bond, personal guaranty with copies of personal income tax filing and statement of net worth or such other evidence that is accurate, reliable and trustworthy regarding the vendor's financial stability.

Recent shall be defined as financial statements that were prepared within the 12 months preceding the issuance date of this RFP.

Consolidated financial statements of the vendor's parent or related corporation/business entity shall not be considered, unless: (1) the vendor's actual financial performance for the designated period is separately identified in and/or attached to the consolidated statements; (2) the parent or related corporation/business entity provides the State with a document wherein the parent or related corporation/business entity will be financially responsible for the vendor's performance of the contract and the consolidated statement demonstrates the parent or related corporation's/business entity's financial ability to perform the contract, financial stability and/or such other financial considerations identified in the evaluation criteria; and/or (3) vendor provides its own internally prepared financial statements and such other evidence of its own financial stability identified above.

The vendor's failure to provide any of the above-referenced financial statements or failure to submit all the requested financial statements may result in the rejection of the vendor's proposal and rejection is more likely to occur if other vendors provide financial documentation in compliance with the foregoing provisions. Vendors are also encouraged to explain any negative financial information in its financial statements and are encouraged to provide documentation supporting those explanations.

All financial information, statements and/or documents provided in response to this proposal requirement shall be kept confidential, IF THE VENDOR COMPLIES WITH PARAGRAPH 13 OF THE GENERAL INFORMATION ON SUBMITTING PROPOSALS BY MARKING THE FINANCIAL INFORMATION, STATEMENTS AND/OR DOCUMENTS CONFIDENTIAL.

I. Additional Proposal Requirements

Items included on the list of additional proposal requirements may be a reiteration of information included in previous sections. Respondent should reference if a response to one of the following is included in a separate section.

- Respondent shall:

- Describe the service levels provided to deliver defined services, such as frequency and methods used.
- Provide measurable and quantifiable metrics that support outlined services and that will measure success.
- Discuss the mechanism(s) the organization will use for ongoing feedback on services.
- Discuss how the organization will leverage funding from other sources.
- Discuss how the organization will assist and support the City in the implementation of the Downtown Master Plan and the City's Comprehensive Plan.
- Examine board composition and membership to identify actual or perceived conflicts of interest. If needed, include proposed changes to board membership to avoid conflicts of interest.
- Examine board composition for inclusiveness of residents, tenants and property owners of both small and large businesses.
- At minimum, maintain an office in the Burlington Downtown District that is staffed during normal business hours, Monday – Friday.
- Follow SL 2015-241 including but not limited to submitting a yearly report and presentation to City Council.
- Address the development of a long-term strategic plan for the MSD.
 - Outline the desired mix of goods and services offered in the MSD.
 - Outline priority of work/efforts needed in the MSD
 - Include a retail economic strategy that considers diversity of retail choices.
 - Structure annual work plan and metrics to align with the MSD strategic plan goals and objectives and align with the City's annual budget process.

2.1 Evaluation Criteria

This is not a bid. There will not be a public bid opening. Proposals will be evaluated based on but not necessarily limited to the following criteria:

Criteria	Weights
Qualifications and experience of the proposed team members for the requested services	30%
Overall quality and detail of submittal and demonstrated understanding of scope of services	25%
Time required to implement all aspects of the scope of services and ability to measure and report on future success	20%
Demonstration of prior successes with similar services and projects	15%
Proposed Cost	10%

2.2 Final Selection

A team, comprised of City staff, will be responsible for the proposal evaluations. This team, in accordance with the criteria listed above, will evaluate all proposals received as specified. The City team members, in applying the major criteria to the proposals, may consider additional sub-criteria beyond those listed. During the evaluation period, the City of Burlington reserves the right to

interview firms if it is determined to be beneficial in determining the top firm.

The final selection will be the firm which, in the City's opinion, is the most responsive and responsible, meets the City's requirements in providing this service, and is in the City's best interest. The City maintains the sole and exclusive right to evaluate the merits of the proposals received.

Firms will be objectively evaluated based on their responses to the project scope outlined in the RFP. The written proposal should clearly demonstrate how the firm could best satisfy the requirements of City.

Price quoted must be held firm for 90 days after the RFP is due. The City reserves the right to make an award without further discussion of the proposal submitted. The City shall not be bound or in any way obligated until both parties have executed a contract. The City also reserves the right to delay the award of a contract or to not award a contract. The RFP may be awarded by individual task or total proposal, whichever is most advantageous to the City.

The general conditions and specifications of the RFP and the selected proposal, as amended by agreement between the City and the Contractor including e-mail or written correspondence relative to the RFP, may become part of the contract documents. Failure of the Contractor to perform as represented may result in elimination of the Contractor from competition or in contract cancellation or termination.

3 SCOPE OF SERVICES

The primary scope of service elements and additional breakdown are outlined below.

1. Conflict Resolution and Consensus Building for All MSD Residents, Tenants and Property Owners:

- a. Work closely with MSD property owners, residents and tenants to solve problems
- b. Serve as a convener and facilitator of complex and challenging issues in the district
- c. Provide liaison with city staff as required.
- d. Provide mechanism for ongoing public feedback regarding services provided in MSD

2. Economic Development

- a. Support existing businesses
- b. Recruit new businesses
- c. Support new development opportunities
- d. Develop strategies to increase business activity
- e. Manage Downtown Small Grants Program
- f. Encourage and support development outside boundaries when project cannot be accommodated inside MSD
- g. Collaborate with the city's economic development program

3. Event Management/Support

- a. Provide city organized events with support services and/or funding in collaboration with Recreation and Parks, other city departments, downtown merchants and event organizers
- b. Initiate, support and encourage the production of non-city organized events
- c. Foster community collaboration to improve the utilization of downtown for

cultural programs and events

4. Marketing and Communications

- a. Market downtown as a destination for living, working, shopping, and entertainment
- b. Market and promote businesses, events, and cultural programs downtown
- c. Advocate on behalf of MSD stakeholders
- d. Educate citizens and city leaders on downtown issues, needs and priorities
- e. Communicate with all downtown stakeholders

5. Planning and Development

- a. Support strategic goals and strategies identified in the City's Comprehensive Plan and the Downtown Master Plan
- b. Support the preservation of historic structures
- c. Support the planning and implementation of capital projects
- d. Maintain the city's status in the NC Main Street Program
- e. Advocate for items/projects to foster development

6. Public Space Management

- a. Identify, provide and support improvements to the downtown aesthetics
- b. Collaborate with city staff on strategies to improve public safety
- c. Advocate and assist with parking needs and strategies
- d. Identify, provide and support place making and street activation enhancements (street furniture, art installations, signage, decorations, etc.)

4 CONTRACT TERMS

4.1 Non-discrimination

In consideration of the signing of this Contract, the parties hereto for themselves, their agents, officials, employees and servants agree not to discriminate in any manner on the basis of race, color, creed, national origin, sex, age, or handicap with reference to the subject matter of this Contract, no matter how remote. The parties further agree in all respects to conform with the provisions and intent of City of Burlington Code of Ordinances, as amended. This provision is hereby incorporated into this Contract for the benefit of the City of Burlington and its residents, and may be enforced by action for specific performance, injunctive relief, or other remedy as provided by law. This provision shall be binding on the successors and assigns of the parties with reference to the subject matter of this Contract.

4.2 Term of Contract

The term of this contract will be for one year with an option to renew for one year upon mutual consent of both parties.

4.3 Assignment

This Contract may not be assigned without the express written consent of the City.

4.4 Applicable Law

All matters relating to this Contract shall be governed by the laws of the State of North Carolina, without regard to its choice of law provisions, and venue for any action relating to this Contract shall be Wake County Civil Superior Court or the United States District Court for the Eastern District of North Carolina, Western Division.

4.5 Insurance

Insurance Requirements

Certificates for Workers Compensation, General Liability and Vehicle/Equipment Insurance will be required and submitted as part of the bid package. The Contractor, at its own expense, shall keep in force and at all times maintain during the Agreement:

<u>Insurance Type</u>	<u>Each Occurrence</u>	<u>Aggregate</u>
<u>General Liability</u>		
Bodily Injury & Property Damage Combined Single Limit	\$1,000,000	\$3,000,000
<u>Automobile Liability</u>		
Bodily Injury & Property Damage Combined Single Limit	\$1,000,000	
<u>Owners Protective Liability or Project Specific Aggregate</u>		
Bodily Injury & Property Damage Combined Single Limit	\$1,000,000	\$3,000,000
<u>Excess Liability</u>	\$5,000,000	\$10,000,000

The City of Burlington must be named as an additional named insured on the Contractor's insurance policy.

The following statement must be on the certificate of insurance: a blanket waiver of subrogation shall apply in favor of the City of Burlington and all additional insured's as required by contract.

Workers' Compensation Coverage

Full and complete Worker's Compensation Coverage, as required by the State of North Carolina, shall be required.

4.6 Indemnity

Except to the extent caused by the sole negligence or willful misconduct of the City, the Contractor shall indemnify and hold and save the City, its officers, agents and employees, harmless from liability of any kind, including all claims, costs (including defense) and losses accruing or resulting to any other person, firm, or corporation furnishing or supplying work, services, materials, or supplies in connection with the performance of this Contract, and from any and all claims, costs (including defense) and losses accruing or resulting to any person, firm, or corporation that may be injured or damaged by the Contractor in the performance of this Contract. This representation and warranty shall survive the termination or expiration of this Contract.

The Contractor shall indemnify and hold and save the City, its officers, agents and employees, harmless from liability of any kind, including claims, costs (including defense) and expenses, on account of any copyrighted material, patented or unpatented invention, articles, device or appliance manufactured or used in the performance of this Contract.

4.7 Intellectual Property

Any information, data, instruments, documents, studies, reports or deliverables given to, exposed to, or prepared or assembled by the Contractor under this Contract shall be kept as confidential proprietary information of the City and not divulged or made available to any individual or organization without the prior written approval of the City. Such information, data, instruments, documents, studies, reports or deliverables will be the sole property of the City and not the Contractor.

All intellectual property, including, but not limited to, patentable inventions, patentable plans, copyrightable works, mask works, trademarks, service marks and trade secrets invented, developed, created or discovered in performance of this Contract shall be the property of the City.

Copyright in and to any copyrightable work, including, but not limited to, copy, art, negatives, photographs, designs, text, software, or documentation created as part of the Contractor's performance of this project shall vest in the City. Works of authorship and contributions to works of authorship created by the Contractor's performance of this project are hereby agreed to be 'works made for hire' within the meaning of 17 U.S.C. 201.

4.8 Force Majeure

Except as otherwise provided in any environmental laws, rules, regulations or ordinances applicable to the parties and the services performed under this Contract, neither party shall be deemed to be in default of its obligations hereunder if and so long as it is prevented from performing such obligations by an act of war, hostile foreign actions, nuclear explosion, earthquake, hurricane, tornado, or other catastrophic natural event or act of God. Either party to the Contract must take reasonable measures and implement reasonable protections when a weather event otherwise defined as a force majeure event is forecast to be eligible to be excused from the performance otherwise required under this Contract by this provision.

4.9 Advertising

The Contractor shall not use the existence of this Contract, or the name of the City of Burlington, as part of any advertising without the prior written approval of the City.

4.10 Cancellation

The City may terminate this Contract at any time by providing sixty (60) days written notice to the Contractor. In addition, if Contractor shall fail to fulfill in timely and proper manner the obligations under this Contract for any reason, including the voluntary or involuntary declaration of bankruptcy, the City shall have the right to terminate this Contract by giving written notice to the Contractor and termination will be effective upon receipt. Contractor shall cease performance immediately upon receipt of such notice.

In the event of early termination, Contractor shall be entitled to receive just and equitable compensation for costs incurred prior to receipt of notice of termination and for the satisfactory work completed as of the date of termination and delivered to the City. Notwithstanding the foregoing, in no event will the total amount due to Contractor under this section exceed the total amount due Contractor under this Contract. The Contractor shall not be relieved of liability to the City for damages sustained by the City by virtue of any breach of this Contract, and the City may withhold any payment due to the Contractor for the purpose of setoff until such time as the City can determine the exact amount of damages due the City because of the breach.

Payment of compensation specified in this Contract, its continuation or any renewal thereof, is dependent upon and subject to the allocation or appropriation of funds to the City for the purpose set forth in this Contract.

4.11 Applicability of North Carolina Public Records Law

Notwithstanding any other provisions of this Contract, this Contract and all materials submitted to the City by the Contractor are subject to the public records laws of the State of North Carolina and it is the responsibility of the Contractor to properly designate materials that may be protected from disclosure as trade secrets under North Carolina law as such and in the form required by law prior to the submission of such materials to the City. Contractor understands and agrees that the City may take any and all actions necessary to comply with federal, state, and local laws and/or judicial orders and such actions will not constitute a breach of the terms of this Contract. To the extent that any other provisions of this Contract conflict with this paragraph, the provisions of this section shall control.

4.12 Miscellaneous

The Contractor shall be responsible for the proper custody and care of any property furnished or purchased by the City for use in connection with the performance of this Contract, and will reimburse the City for the replacement value of its loss or damage.

The Contractor shall be considered to be an Independent Contractor and as such shall be wholly responsible for the work to be performed and for the supervision of its employees. Nothing herein is intended or will be construed to establish any agency, partnership, or joint venture. Contractor represents that it has, or will secure at its own expense, all personnel required in performing the services under this Contract. Such employees shall not be employees of or have any individual contractual relationship with the City.

This Contract may be amended only by written agreement of the parties executed by their authorized representatives.

4.13 Audit

The City of Burlington Finance Department may conduct an audit of Contractor's financial, performance and compliance records maintained in connection with the operations and services performed under this Contract. The City or its designee may conduct such audits or inspections throughout the term of this Contract and for a period of three years after final payment or longer if required by law.

In the event of such an audit, Contractor agrees that the City, or its designated representative, shall have the right to review and to copy any work, materials, payrolls, records, data, supporting documentation, or any other sources of information and matters that may in City's judgment have any bearing on or pertain to any matters, rights, duties or obligations under or covered by any Contract Document.

The Contractor agrees that the City, or its designated representative, shall have access to Contractor personnel pertaining to the performance of this contract, including but not limited to financial, performance, operations and compliance records. Contractor agrees to maintain such records for possible audit for a minimum of three years after final payment, unless a longer period of records retention is stipulated. Contractor agrees to allow the City's auditor(s) access to such records during normal business hours and to allow interviews of any employees who might reasonably have information related to such records. City's authorized representative or designee shall have reasonable access to the Contractor's facilities, shall be allowed to interview all current or former employees to discuss matters pertinent to the performance of this Contract and shall be provided adequate and appropriate work space, in order to conduct audits in compliance with this article.

Further, Contractor agrees to include a similar right to the City to audit and interview staff in any subcontract related to performance of this contract. Contractor shall require all payees to comply with the provisions of this article by including the requirements hereof in a written contract agreement between Contractor and payee. Contractor will ensure that all payees have the same right to audit provisions contained in this Contract.

The City agrees to provide Contractor with an opportunity to discuss and respond to any findings before a final audit report is issued.

City's rights under this provision shall survive the termination of this agreement. The City may conduct an audit up to three years after this agreement terminates.

4.14 E - Verify

Contractor shall comply with E-Verify, the federal E-Verify program operated by the United States Department of Homeland Security and other federal agencies, or any successor or equivalent program used to verify the work authorization of newly hired employees pursuant to federal law and as in accordance with N.C.G.S. §64-25 et seq. In addition, to the best of Contractor's knowledge, any subcontractor employed by Contractor as a part of this contract shall be in compliance with the requirements of E-Verify and N.C.G.S. §64-25 et seq.

4.15 Map of Burlington MSD

MEMORANDUM

TO: Hardin Watkins, City Manager

FROM: Daniel Shoffner, Senior Planner

DATE: May 4, 2016

CC: Amy Nelson, Director of Planning & Economic Development
Nolan Kirkman, Director of Development & Technical Services
David Huffman, City Attorney

SUBJECT: City Council Agenda – May 17, 2016 Public Hearing to Consider Approval of
East Treatment Plant - Training Center - Animal Services Annexation
Ordinance

Please ask the City Council at its meeting on May 17, 2016 to consider approval of the East Treatment Plant - Training Center - Animal Services Annexation. A public hearing has also been scheduled for this meeting to receive any public comment regarding this annexation. Enclosed you will find a copy of the annexation ordinance which will make the annexation effective May 31, 2016 at 11:59pm. Also included is a map which shows Alamance County parcels 8885845022, 8885831005, and 8885932534 which comprise this annexation. This annexation has been properly advertised as required by State Statute.

Council has discussed the proposed annexation during previous meetings. Please advise if you desire further information regarding this matter.

**AN ORDINANCE TO EXTEND THE CORPORATE LIMITS OF THE
CITY OF BURLINGTON, NORTH CAROLINA**

WHEREAS, the City Council has been permitted under G.S. 160A-31 to annex the area described below; and

WHEREAS, the City Clerk has certified the sufficiency of the resolution and a public hearing on the question of this annexation was held at the City of Burlington Municipal Building at 7:00pm on May 17, 2016, after due notice by the publication on May 6, 2016; and

WHEREAS, the City Council finds that the resolution meets the requirements of G.S. 160A-31;

NOW, THEREFORE, BE IT ORDAINED by the City Council of the City of Burlington, North Carolina that:

Section 1. By virtue of the authority granted by G.S. 160A-31 the following described territory is hereby annexed and made part of the City of Burlington as of May 31, 2016 at 11:59pm.

**EAST TREATMENT PLANT - TRAINING CENTER - ANIMAL SERVICES
ANNEXATION**

Being a certain tract or parcel of land located in Haw River Township, Alamance County, North Carolina, adjoining the Haw River, U.S. Highway 70 bypass, Thomas P. Sykes, Jr., Ruby Lane, DM Morton Enterprises, LLC, Alamance Burlington School System and Burlington Land Holdings, LLC and described as follows:

Beginning at a computed point located in the north right of way line of U.S. Highway 70 bypass, said computed point being located a bearing of N23°04'58"W for a distance of 392.27' from an existing iron pipe, a control corner, having NC Grid Coordinates; N = 853,230.12' and E = 1,889,621.10'; Thence with the north right of way line of U.S. Highway 70 bypass the following six (6) calls: 1) a bearing of S53°17'28"W for a distance of 60.70' to a NCDOT right of way disk; 2) a bearing of S51°15'56"W for a

distance of 256.03' to a NCDOT right of way disk; 3) a bearing of S52°58'34"W for a distance of 353.40' to a NCDOT right of way disk; 4) a bearing of S23°34'12"W for a distance of 109.63' to a NCDOT right of way disk; 5) a bearing of S53°09'28"W for a distance of 215.91' to a NCDOT right of way disk; 6) a bearing of S35°18'40"W for a distance of 95.97' to a computed point in the center of Ruby Lane and the north right of way line of U.S. Highway 70 bypass; Thence with Ruby Lane the following three (3) calls:

1) a bearing of N89°06'38"W for a distance of 372.49' to a computed point; 2) a bearing of N89°03'17"W for a distance of 319.40' to a computed point; 3) a bearing of N89°03'17"W for a distance of 405.77' to a computed point in the east line of the DM Morton Enterprises, LLC property; Thence with the east line of the DM Morton Enterprises, LLC property a bearing of a bearing of N09°44'20"E for a distance of 378.96' to an existing iron pipe, a common corner of the DM Morton Enterprises, LLC property and the Alamance Burlington School System property; Thence with the east line of the Alamance Burlington School System property a bearing of N09°44'33"E for a distance of 506.45' to an existing iron pipe, a common corner of the Burlington Land Holdings, LLC property and the Alamance Burlington School System property; Thence with the east line of the Burlington Land Holdings, LLC property the following three (3) calls: 1) a bearing of N09°44'12"E for a distance of 732.25' to an existing iron pipe; 2) a bearing of N04°27'12"E for a distance of 664.86' to a computed point; 3) a bearing of N41°14'12"E for a distance of 354.00' to a computed point on the west side of the Haw River: Thence along the west side of the Haw River the following eight (8) calls: 1) a bearing of S43°35'48"E for a distance of 120.94' to a computed point; 2) a bearing of S48°36'48"E for a distance of 334.54' to a computed point; 3) a bearing of S51°45'48"E for a distance of 356.34' to a computed point; 4) a bearing of S51°20'48"E for a distance of 268.30' to a computed point; 5) a bearing of S51°41'48"E for a distance of 249.66' to a computed point; 6) a bearing of S50°01'48"E for a distance of 318.90' to a computed point; 7) a bearing of S57°34'48"E for a distance of 539.88' to a computed point; 8) a bearing of S64°54'48"E for a distance of 222.06' to a computed point in the north right of way line of U.S. Highway 70 bypass; Thence with the north right of way line of U.S. Highway 70 bypass the following six (2) calls: 1) a bearing of S60°10'37"W for a distance of 324.43' to a NCDOT right of way disk; 2) a bearing of S53°17'28"W for a distance of 67.72' to a computed point, a corner of the Thomas P. Sykes Jr. and Catherine Sykes property; Thence with the Thomas P. Sykes Jr. and Catherine Sykes property the following three (3) calls: 1) a bearing of N87°36'53"W for a distance of 321.08' to an existing iron pipe; 2) a bearing of S12°10'24"W for a distance of 9.60' to a computed point; 3) a bearing of S23°04'58"E passing an existing iron pipe at 154.50' for a total distance of 201.84' to computed point, the place and point of beginning.

Containing 77.38 Acres+- or 0.12+- square miles, according to a survey dated April 30, 2015 by BRADY H. GOFORTH, PLS L-2955, CITY OF BURLINGTON ENGINEERING and based on NC Grid North meridian.

Section 2. Upon and after May 31, 2016 at 11:59pm, the above described territory and its citizens and property shall be subject to all debts, laws, ordinances and regulations in force in the City of Burlington and shall be entitled to the same privileges and benefits as other parts of the City of Burlington. Said territory shall be subject to municipal taxes according to G.S. 160A-58.10.

Section 3. The Mayor of the City of Burlington shall cause to be recorded in the office of the Register of Deeds of Alamance County, and in the office of the Secretary of State at Raleigh, North Carolina, an accurate map of the annexed territory, described in Section 1 above, together with a duly certified copy of this ordinance. Such a map shall also be delivered to the County Board of Elections, as required by G.S. 163-288.1.

Adopted this 17th day of May, 2016.

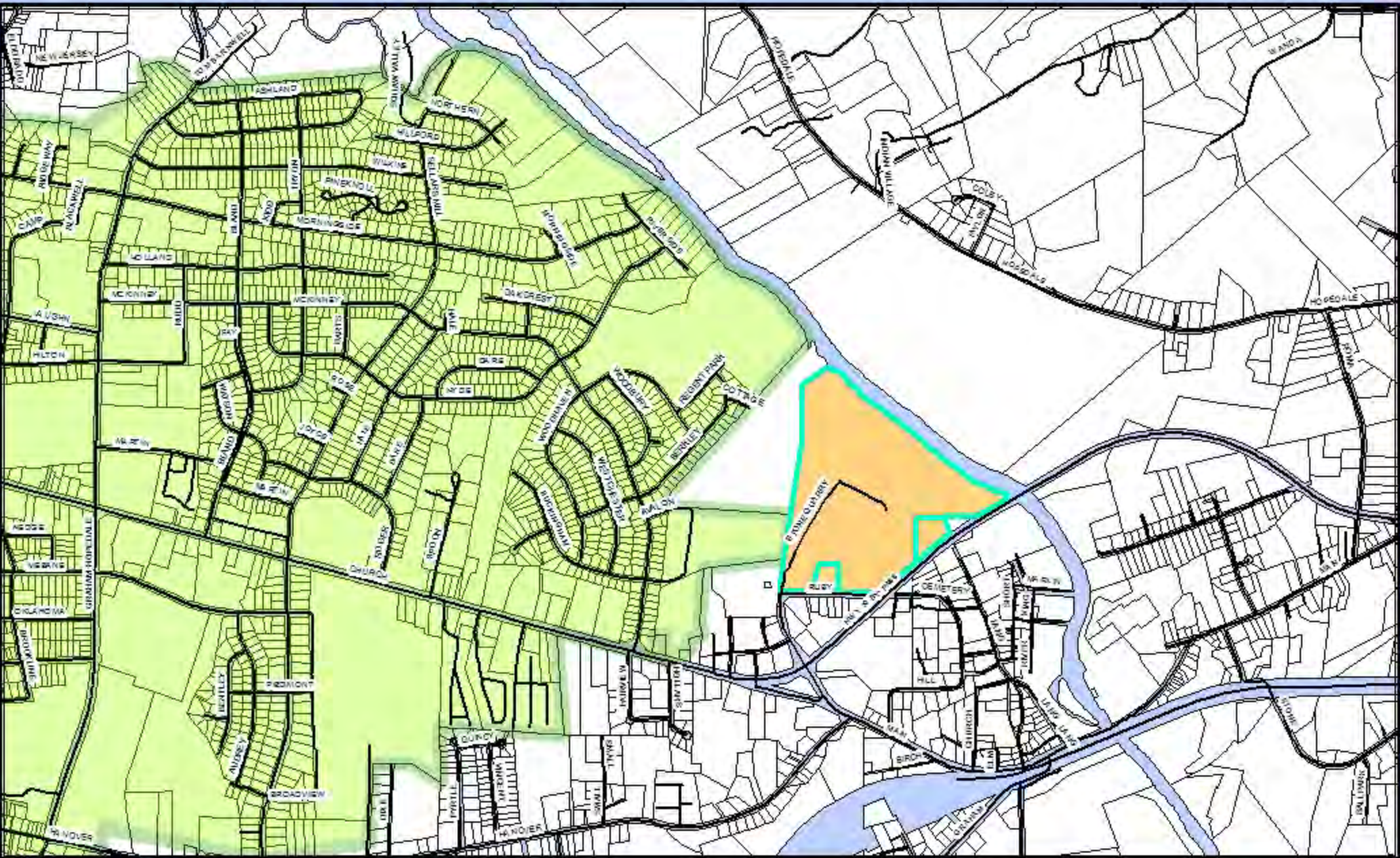
Mayor

ATTEST:

APPROVED AS TO FORM:

City Clerk

City Attorney



City of Burlington Planning
P.O. Box 1358
Burlington, NC 27216

Proposed East Treatment Plant Contiguous Annexation

This map was compiled from the GIS resources of the Burlington Regional GIS Planning for public planning and agency request purposes. These resources include public information sources of different scale, data origin, definition and accuracy, which require prudent interpretation and use. Features represented on this map include the City of Burlington and the Planning staff to be held liable for any errors in this map or supporting data. Primary public information is used as shown. While this map was compiled, its comparison with field surveys where required, must be consulted for the verification of the information contained within this map.

0 410 820 1,640 2,460 3,280 Feet



Legend

- Greensboro/Burlington Line of Agreement
- Proposed Annexation
- Burlington City Limits

MEMORANDUM

TO: Hardin Watkins, City Manager

FROM: Daniel Shoffner, Senior Planner

DATE: May 4, 2016

CC: Amy Nelson, Director of Planning & Economic Development
Nolan Kirkman, Director of Development & Technical Services
David Huffman, City Attorney

SUBJECT: City Council Agenda – May 17, 2016 Public Hearing to Consider Approval of
Ed Tam- Hillier Keziah Family Property Annexation Ordinance

Please ask the City Council at its meeting on May 17, 2016 to consider approval of the Ed Tam- Hillier Keziah Family Property Annexation. A public hearing has also been scheduled for this meeting to receive any public comment regarding this annexation. Enclosed you will find a copy of the annexation ordinance which will make the annexation effective May 31, 2016 at 11:59pm. Also included is a map which shows portions of Alamance County Tax Parcels 8844473414 and 8844474896 which comprise this annexation. This annexation has been properly advertised as required by State Statute.

Council has discussed the proposed annexation during previous meetings. Please advise if you desire further information regarding this matter.

**AN ORDINANCE TO EXTEND THE CORPORATE LIMITS OF THE
CITY OF BURLINGTON, NORTH CAROLINA**

WHEREAS, the City Council has been permitted under G.S. 160A-31 to annex the area described below; and

WHEREAS, the City Clerk has certified the sufficiency of the resolution and a public hearing on the question of this annexation was held at the City of Burlington Municipal Building at 7:00pm on May 17, 2016, after due notice by the publication on May 6, 2016; and

WHEREAS, the City Council finds that the resolution meets the requirements of G.S. 160A-31;

NOW, THEREFORE, BE IT ORDAINED by the City Council of the City of Burlington, North Carolina that:

Section 1. By virtue of the authority granted by G.S. 160A-31 the following described territory is hereby annexed and made part of the City of Burlington as of May 31, 2016 at 11:59pm.

Hillier Keziah Family, LLC

Those certain tracts or parcels of land located in Boone Station Township, Alamance County, North Carolina and more particularly described as follows:

TRACT ONE

BEGINNING at an existing iron pipe at the northeast corner of "Tract 1A" as shown on the map entitled "Bellaeuwood Development Burlington West Plaza," as recorded in Plat Book 76 at page 238 of the Alamance County Registry: thence from said point of BEGINNING, South 26° 07' 49" West 148.93 feet to an existing rebar; thence North 64° 10' 09" West 152.51 feet to an existing rebar; thence North 15° 01' 12" East 160.67 feet to an existing iron pin; thence South 61° 23' 34" East 183.64 feet to the point and place of beginning, comprising an area of 0.590 acres, or 25,696.3 square feet.

TRACT TWO

BEGINNING at an existing iron pipe at the northwest corner of "Tract 1A" as shown on the map entitled "Bellaeuwood Development Burlington West Plaza" and recorded in Plat Book 76 at page 238 of the Alamance County Registry: thence from said point of BEGINNING, running with the property line of Tract 1A, South 15° 01' 12" West 160.67 feet to an existing rebar; thence North 64° 10' 09" West 172.89 feet to an existing rebar; thence North 15° 46' 27" East 168.78 feet to an existing rebar; thence South 61° 23' 16" East 172.43 feet to the point and place of BEGINNING, comprising an area of 0.639 acres, or 27,830 square feet.

Section 2. Upon and after May 31, 2016 at 11:59pm, the above described territory and its citizens and property shall be subject to all debts, laws, ordinances and regulations in force in the City of Burlington and shall be entitled to the same privileges and benefits as other parts of the City of Burlington. Said territory shall be subject to municipal taxes according to G.S. 160A-58.10.

Section 3. The Mayor of the City of Burlington shall cause to be recorded in the office of the Register of Deeds of Alamance County, and in the office of the Secretary of State at Raleigh, North Carolina, an accurate map of the annexed territory, described in Section 1 above, together with a duly certified copy of this ordinance. Such a map shall also be delivered to the County Board of Elections, as required by G.S. 163-288.1.

Adopted this 17th day of May, 2016.

Mayor

ATTEST:

APPROVED AS TO FORM:

City Clerk

City Attorney

